

# BYLAWS

## MASTER GARDENER ASSOCIATION OF THE PIEDMONT

### **Article 1 – Name**

The name of the organization shall be the “Master Gardener Association of the Piedmont” (hereinafter referred to MGAP).

### **Article 2 – Mission and Objectives**

The mission of MGAP shall be to provide a venue for Master Gardeners to continue their participation in education and gardening programs after their completion of a sanctioned Master Gardener education program

MGAP Objectives include:

- A. Supporting volunteer programs that address the needs of the hungry in Spartanburg County (example: Plant-A-Row for the Hungry);
- B. Sharing our MG learning with the public (examples: Ask A Master Gardener booth at the Farmers’ Market, education program at Glenn Springs Academy, manning telephones at the Clemson Extension office, working at Hatcher Gardens, Arboretaville or Junior Horticulture programs, or other similar opportunities for public education );
- C. Maintaining a means, currently the Yahoo Group, or a replacement venue so that gardeners can ask for help with diagnosing problems, identifying plants or pests, sharing of gardening tidbits;
- D. Providing a social venue so that gardeners can meet others with gardening interests and expand our mutual gardening knowledge (examples: MG Open Garden Tour, Annual Social and Plant Swap, December Holiday party, other similar social events).

### **Article 3 – Membership**

Membership in MGAP is open to individuals who have completed or are currently enrolled in a Master Gardener education program, either in S.C. or another state. Membership dues are waived for those who are enrolled as students until the end of the calendar year in which they took their final exam. Other members are required to pay annual membership dues. If membership is allowed to lapse, it may be reinstated by the payment of the current year’s dues. There is no required back payment of past years’ dues. Annual Dues amount for the ensuing year shall be established by majority vote of the Board of Directors at any board meeting held during the last quarter of the year.

## **Article 4 – Leadership**

The Board of Directors shall consist of a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, the immediate Past President and four At Large Board Members. They shall be active members in good standing. Board members will make their best effort to attend all board meetings and other social, educational and volunteer programs as possible.

The President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer are elected for two-year terms. At the conclusion of the two year term, the President's position is automatically filled by the 1<sup>st</sup> Vice President. At the conclusion of the two year term, the 1<sup>st</sup> Vice President's position is automatically filled by the 2<sup>nd</sup> Vice President. The person holding the office of Treasurer is encouraged to retain that position for more than one term, to facilitate continuity of financial management and bank accounting.

The four At Large members are elected for staggered two year terms, so that at the end of the calendar year, two replacement members will be elected and the other two will serve their remaining year.

Chairmen of standing committees and Ad hoc committees and members of the Advisory Committee are encouraged to attend Board meetings and take an active role in discussions, but do not have the ability to vote on motions or actions unless they also sit on the board.

A Board Member or Committee Chairman shall be terminated from their position by excessive unexcused absenteeism. Any Officer or Committee Chairman may be removed from the Board, with or without cause, by a majority vote of the Board. Any Board Member or Committee Chairman may be also removed, with or without cause, by a 2/3rds vote of the members of the Association.

## **Article 5- Volunteerism- Volunteers making a difference**

Volunteer activities that satisfy the service requirement of the Master Gardener class and any subsequent Clemson requirements are at the discretion of the Clemson Extension Agent who will decide which activities qualify. Master Gardeners performing a one-time or minimal duration service should check with the Agent before claiming service hours.

For ongoing activities that qualify it is desirable for an involved Master Gardener to take "ownership" as "Project Champion" to coordinate the activity. An Example at this time is Harold Page acting as Project Champion for the Plant a Row for the Hungry garden in Cowpens, SC.

The Project Champion or Master Gardener offering an approved activity should communicate information regarding the activity to the Online Manager for listing on the Facebook page as well as display it on the Yahoo Mail Group or any email group that may replace it. Master Gardeners should not present any activity as a Master Gardener Association activity unless qualified by the Extension Agent or approved by the Master Gardener Association board.

## Article 6 – Committees

The following are considered Standing Committees:

- Social
- Continuing Education
- Online Management
- Communication
- Executive
- Advisory

Other Ad Hoc committees may be appointed by the President. Examples:

- Nominating
- Bylaws Review
- Finance
- Publicity

## Article 7 – Duties of the Officers

### President

- a) The President shall preside at Board meetings.
- b) The President shall be an *ex officio* member of all committees with the exception of the Nominating Committee. He shall appoint members and chairs to serve on committees as provided by these Bylaws and may also appoint members of any special and/or *ad hoc* committees deemed appropriate and in the interest of the Association.
- c) The President shall provide leadership in Association activities, and shall be recognized as the official representative of the Association in contacts with other Associations, and private and public organizations.
- d) After the initial election, should any unexpected openings occur in the Officers positions (due to death, incapacitation, resignation, relocation, etc) then the President may fill that opening by appointment for the remainder of the term.
- e) The President may sign contracts on behalf of MGAP if authorized by the Board.
- f) The President shall establish the dates for periodic Board meetings. The President may prepare a written agenda for the Board meetings or may delegate that task to the Secretary. The President may reserve a meeting location for Board meetings or may delegate that task to the Secretary.

### 1<sup>st</sup> Vice President

- a) The 1<sup>st</sup> VP shall assist the President, as directed.
- b) The 1<sup>st</sup> VP shall perform all duties in the absence of the President
- c) The 1<sup>st</sup> VP shall act as Parliamentary Authority, ensuring that standard meeting Rules of Order and Bylaws are followed.
- d) The 1<sup>st</sup> VP shall serve as Chairman of the Nominating Committee.
- e) The 1<sup>st</sup> VP shall keep an ongoing calendar of events and facilitate communication of dates through the Association email, newsletter, and website.

## 2<sup>nd</sup> Vice President

- a) The 2<sup>nd</sup> VP shall assist the 1<sup>st</sup> VP as needed.
- b) The 2<sup>nd</sup> VP shall be responsible for maintaining an electronic master list of all members of the Association along with their address, phone number and email address, as available.
- c) If the 2<sup>nd</sup> VP is unable to maintain an electronic membership list, he may seek assistance from the At Large Board Members or other Board members.

## Secretary

- a) The Secretary shall keep minutes of all membership meetings, called meetings, and Board meetings, and shall take care of correspondence and other duties normally associated with the office of Secretary.
- b) The Secretary shall inform Board members of the Board meetings dates, times and locations if they have not been so informed by the president.
- c) Copies of meeting minutes should be distributed to all voting members of the Board no less than 30 days after a Board meeting is held.
- d) If requested by the President, the Secretary shall prepare and distribute copies of the Board Meeting agenda prior to such meetings.
- e) In all cases wherein the Secretary is asked to provide information to Board members (meeting dates, minutes, agendas, etc.) such communication may be via email, telephone or postal mail.
- f) If the Secretary is going to be absent from a Board meeting, the Secretary may appoint a Board member as Assistant Secretary to serve temporarily.

## Treasurer

- a) The Treasurer shall accept and deposit Association dues and other revenues and income of the Association, pay obligations of the Association, shall obtain Board Approval for expenditures in excess of \$250, and shall keep a record of all receipts and disbursements.
- b) The Treasurer shall maintain possession of MGAP's liability insurance certificate.
- c) The Treasurer shall complete and file any financial paperwork required by the State of S.C. for non-profit organizations such as MGAP.
- d) In absence of the Treasurer, the other MGAP bank account co-signers may process payments or deposits.
- e) The Treasurer shall maintain a list of current paid members of the Association.

## At-Large

- a) At Large Board Members are encouraged to provide new member input at Board meetings or Committee meetings.
- b) At Large Members shall support the other members of the Board of Directors and shall fulfill special assignments, as requested.
- c) They are expected to attend Board meetings and as many social events and volunteer programs as practicable. While future Officers are not always selected from former At Large Members, this is an excellent way for interested parties to become familiar with the issues and opportunities afforded by Board Membership.

## **Article 8 - Duties of the Committee Chairmen**

### Social

- a) The Social Chairman will plan and execute events for MGAP members and their spouses, to facilitate sharing and friendships within the group.
- b) The Social Chairman is encouraged to inform MGAP members of social opportunities via the MGAP Facebook page, the Yahoo Mail Group ( or replacement email group ), and other feasible means.
- c) The Social Committee Chairman may name a committee to assist with planning events and entertainment, setting up facilities, serving refreshments, etc.

### Continuing Education

- a) The CE Committee Chairman shall strive to provide education programs that will meet the needs of our members.
- b) The CE Committee Chairman is encouraged to inform MGAP members of other opportunities for obtaining volunteer or education credit hours that are available through other MG Associations (example: Clemson sanctioned programs offered by the Greater Greenville Master Gardeners Association)
- c) The CE Committee Chairman may name a committee to assist with obtaining speakers, setting up meeting rooms, receiving funds when the event has an associated fee, maintaining attendance rosters, etc.

### Online Management

- a) The Online Manager shall maintain a Facebook Page containing general or specific information for the members of MGAP. This may include copies of the Bylaws, contact information for the Board Members, meeting dates, volunteer opportunities, etc.
- b) All members of the Board (especially Communication, Social, Education and Volunteer Coordination) should strive to channel accurate information to the Online Manager. The quality of the Page will only be as good as the information contained on it.
- c) The Online Chairman may name a committee to assist with obtaining information for inclusion, including meeting dates, photographs, success stories, volunteer and education opportunities, etc.

### Communication (Yahoo group or replacement email venue, Newsletter)

- a) The Communication Coordinator will work closely with the Online Manager to provide timely and accurate information to MGAP members.
- b) The Communication Coordinator will either perform or delegate responsibility to another Board Member or other approved candidate for maintaining appropriate membership in the Yahoo Mail Group or any replacement email venue. "Appropriate" means those who are active in MGAP or have an active interest. The Mail Group coordinator has the right and responsibility to remove any member who posts inappropriate content.
- c) The Communication Coordinator will either perform or delegate responsibility to another Board Member or other approved candidate for the publication of an electronic newsletter for MGAP members.

### Executive

- a) The Executive Committee shall consist of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer and the Immediate Past President.
- b) In the day-to-day operation of an association, minor questions arise that do not merit the involvement of the entire Board of Directors. After review of the specific issue at hand, the Executive Committee can either act as Board representatives or make a consensus decision that the full Board should be queried for input.
- c) The Executive Committee should meet on alternate years (after each change in President) during January or February, to review the MGAP Bylaws.

### Advisory

- a) MGAP recognizes that the Association's past presidents offer valuable experience as a byproduct of their leadership and continuing interest in the welfare of the organization.
- b) Past Presidents are encouraged to attend Board, education and social meetings.
- c) The Immediate Past President will serve as the Chairman of the Advisory Committee.
- d) The Executive Committee, the Board of Directors, or any other committee is encouraged to seek the input of the Advisory Board when dealing with policy questions or organizational challenges.

### Nominating (ad hoc)

- a) The 1<sup>st</sup> VP shall serve as Chairman of the Nominating Committee. Two other members shall be appointed to serve on this committee. These may either be Board Members or other members in good standing.
- b) Members of the Nominating Committee shall be named no later than October 15 of each year.
- c) The Committee's recommended nominations for officers are to be presented to the full Board on or before November 15 of each year. This communication may be during a Board meeting, or via electronic mail or postal mail.
- d) The Board shall approve or reject the Committee's nomination on or before December 1.
- e) Nominations shall be placed before the full MGAP membership for election either at the December social or at another meeting opened to all members, on or before December 20.

### Publicity (ad hoc)

The President shall initiate the formation of a Publicity Committee as required,

### Bylaws Review (ad hoc)

- a) When there is a request by two or more Board members for a review or change in the Bylaws, the President shall appoint a Chairman and a minimum of three other committee members to review the proposed changes.
- b) Any changes in the Bylaws must first be approved by the Executive Committee, then by a majority of the full Board of Directors

- c) Changes to Bylaws may be communicated to MGAP members via the Spartanburg Master Gardener Facebook Page, MGAP Yahoo Mail Group (or replacement email) or postal mail.

Finance (*ad hoc*)

- a) The President shall initiate the formation of a Finance Committee when the need arises.
- b) The Treasurer shall serve as the Chairman of the Finance Committee.
- c) The Finance Committee Chairman may name a committee to assist with obtaining information for preparing a budget, reviewing expenses and anticipated expenses, and making recommendations for the dues amount to be charged for membership in MGAP.

**Article 9 – Miscellaneous**

The operating year of the MGAP shall begin January 1 and end December 31.

Proposed actions by the Board of Directors shall be passed by quorum. A quorum shall be defined as a majority (50% or more) of those Directors then in office.

To maintain active membership, each MGAP member shall pay the Treasurer an annual dues fee. The money received shall be dispersed by the Treasurer for such expenses as the Board may direct. All past Presidents shall have their dues waived.

All expenditures exceeding \$250.00 will be approved by a majority of the Executive Committee. Emergencies can be handled by phone. A confirming e-mail or letter to all Board members must be sent within 10 days of approval.

Anyone donating \$500.00 dollars or more to MGAP shall receive a certificate for their generosity.

The Board of Directors may vote to confer a Certificate of Lifetime Membership. Association dues payments are waived for Lifetime Members and Association Past Presidents.

Neither membership, nor full participation in the activities of MGAP shall be denied to any person on account of race, religion, gender, age, national origin, sexual orientation or disability. MGAP does not encourage or condone discrimination, either explicitly or implicitly.

Members of the Board of Directors shall take any steps necessary to prevent a conflict of interest between their service on the MGAP Board and employment or ownership of businesses related to gardening, landscaping, or other related businesses. Board Members shall disclose to the Board any potential conflicts of interest and shall recuse themselves from any vote in which they might have a vested interest.

No Director or Chairman shall receive compensation for their service on the Board or any committee.

The Executive Committee may vote to remove any Board member or Committee Chairman guilty of negligence or willful damage to the interests of MGAP. Any Director or Chairman may resign at any time by providing written notification to the Board President.

The interests of MGAP are listed in Article 2 of these Bylaws and do not include political interests. No activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. MGAP shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

No copies of the MGAP Membership Roster will be made available to persons other than Board Members or Committee Chairmen without the permission of the Board of Directors.

Date these Bylaws were accepted by the Board of Directors: September 21, 2017

Certified by Jim Weeks, MGAP Board President     Jim Weeks