

BYLAWS
of the
NORTH CAROLINA
EXTENSION MASTER GARDENER VOLUNTEER
ASSOCIATION

ARTICLE 1
NAME OF THE ASSOCIATION

The name of this association shall be “North Carolina Extension Master Gardener Volunteer Association” hereinafter referred to as the “Association.”

ARTICLE 2
PURPOSE OF THE ASSOCIATION

The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to accomplish the following purposes:

- A. To enhance, supplement, and aid in improving the effectiveness of its members as volunteers in the Extension Master Gardener program of the North Carolina Cooperative Extension;
- B. To raise issues of concern for improvement of the Extension Master Gardener program;
- C. To facilitate communication among Association members through an Association newsletter, regular meetings, and other events;
- D. To undertake fund raising in support of the Association, county and multi-county programs, consumer horticulture, and Extension Master Gardener programs;
- E. To promote public awareness and appreciation of the horticultural services of Cooperative Extension with emphasis on the value and importance of education, consultation and training; and,
- F. To sponsor and co-sponsor education and training activities for North Carolina’s Master Gardeners in partnership with county and multi-county programs and the Cooperative Extension.

ARTICLE 3
MEMBERSHIP

There shall be four (4) classes of membership.

- A. **Active.** Active membership shall be limited to Certified Master Gardeners and Interns who have successfully completed the Extension Master Gardener Training Program, are members in good standing of their county or multi-county Extension Master Gardener program, and pay annual dues to the Association. Master Gardener Trainees who have been accepted into the training program, but who have not yet completed their training are eligible for membership in the Association and are entitled to vote as members of the Association upon the payment of annual dues.
- B. **Emeritus.** Master Gardeners who have been awarded Emeritus status by their county or multi-county Extension Master Gardener program are eligible for membership in the Association and are entitled to vote as members of the Association upon the payment of annual dues.

- C. **Associate.** Membership applies to any employee of NC State University, North Carolina Agricultural & Technical State University, or the North Carolina Cooperative Extension who is working with an office which offers an Extension Master Gardener Program or which plans to start a program within one year of his/her application for membership in the Association. Associate members are exempt from dues and may not hold office.
- D. **Voting.** Only Certified Master Gardeners, Master Gardeners Interns, Emeritus Master Gardeners and Master Gardeners Trainees are entitled to vote as members of the Association. Only Certified Master Gardeners and Master Gardeners Interns are entitled to hold office.

ARTICLE 4 OFFICERS

- A. **Officers.** The Association shall elect from among the membership a President, Vice President, Recording Secretary, Communications Secretary and Treasurer.
- B. **President.** The President shall preside at meetings of the Association and shall have the power to appoint as described in Article 5, Section B and Article 6 below. Except for the Nominating Committee, the President shall serve as ex-officio member of all committees, without vote, unless necessary to break a tie.
- C. **Vice President.** The Vice President shall preside in the absence of the President, and perform other duties as requested by the President.
- D. **Recording Secretary.** The Recording Secretary shall keep accurate minutes of all meetings, keep a record of attendance of all officers and voting representatives, serve as historian for the Association, and perform other duties as requested by the President.
- E. **Communications Secretary.** The Communications Secretary shall: receive all Association correspondence and respond as necessary; submit pertinent correspondence to the Recording Secretary for the permanent record; notify the Board of Directors of the time and place of meetings; manage and coordinate updates and changes to the official internet website and/or other electronic social media sites authorized by the Association with the assistance of external service providers; and perform other duties as requested by the President.
- F. **Treasurer.** The Treasurer shall serve without bond, keep financial records of the Association, provide a treasurer's report at meetings, or as otherwise required, and serve as chair of the standing Budget and Finance Committee. The Treasurer shall receive and disburse funds on behalf of the Association subject to the approval of the President, collect all dues, and prepare the yearly budget. Any non-budgeted disbursement over the amount of \$200 shall be made only with the approval of the Executive Committee.
- G. **Termination and Removal.** The Executive Committee of the Board of Directors may remove any officer with or without cause with a simple majority vote of Executive Committee members present at any regular or special meeting.
- H. **No Salary.** All service performed on behalf of the Association shall be voluntary with no compensation, with the exception of budgeted expenses approved by the Board of Directors and incurred by members of the Board in the performance of their duties.

ARTICLE 5 SPECIAL AND STANDING COMMITTEES

- A. **Definitions.** A Standing Committee is a committee established by the Bylaws for an indefinite time. A Special Committee is a committee established by the President to complete an assigned task in a specified time.
- B. **Appointment.** The President shall appoint, from among the membership, such standing or special committees, including committee chairs and committee members as necessary to carry out the business of the Association. With the exception of those standing committees listed in Article 5, Sections B through G below, the term of committees will end with the conclusion of their work or the term of the appointing President, whichever is earlier, unless reappointed by the succeeding President.

- C. **Executive Committee.** The Board shall have a standing Executive Committee chaired by the President. The Executive Committee shall be composed of the elected officers, Past President, and all standing committee chairs. All members of the Executive Committee shall have a vote.
- D. **Membership Committee.** The Board shall have a standing committee on Membership. The Membership Committee shall maintain membership records, examine membership issues, and provide a current list of Association members to the President, Recording Secretary, Newsletter Editor, and other members of the Board as needed.
- E. **Budget and Finance Committee.** The Board shall have a standing committee on Budget and Finance to be chaired by the Treasurer. The Budget and Finance Committee shall prepare the annual budget for the Association, and track expenditures.
- F. **Awards Committee.** The Board shall have a standing committee on Awards. The Awards Committee will solicit and review award nominations and submit its recommendations to the Board for approval prior to the annual business meeting.
- G. **Nominating Committee.** The Board shall have a standing committee on Nominations consisting of three (3) members. The President shall appoint one (1) member of this committee. The remaining two (2) members shall be elected by a simple majority of the delegates at a regular meeting of the Association. The Nominating Committee shall prepare the slate of officers for the approval of the Association membership at the annual business meeting.
- H. **Member Benefits Committee.** The Board shall have a standing committee on Member Benefits. The Member Benefits Committee shall comprise one (1) member from each of the regional districts established by the North Carolina Cooperative Extension Service.

ARTICLE 6
APPOINTEES

- A. **Appointment.** The President shall also appoint, from among the membership, representatives to carry out specific duties. The term for such appointments will end with the term of the appointing President unless reappointed by the succeeding President. Appointees shall not be voting members of the Board unless they are also officers or delegates. Appointments shall include, but not be limited to the following:
- B. **Newsletter Editor.** The President shall appoint a Newsletter Editor. The Newsletter Editor shall be responsible for the publication and distribution of the Association newsletter, the appointment of District reporters, and shall serve on the standing Membership committee.
- C. **Auditor.** The President shall appoint an Auditor. If an Auditor is not available from within the membership, the President may appoint a non-member to perform this function. The Auditor may not be a member of the Board of Directors. The Treasurer shall turn over all records to the Auditor within thirty (30) days after the close of the fiscal year (December 31) and receipt of the final fiscal year bank statement. The Auditor shall conduct the audit and issue a written report to the President and Treasurer and return the records to the Treasurer within thirty (30) days. The Auditor's report shall be printed in the next issue of the Association newsletter.
- D. **Parliamentarian.** The President may appoint a Parliamentarian.

ARTICLE 7
ORGANIZATION

- A. **Organizational Scope.** This is a statewide organization composed of county and multi-county Master Gardener programs.
- B. **Delegates.** For each county and multi-county program, members of the Association may elect or appoint a delegate and an alternate delegate to be a voting member of the Board of Directors. The alternate delegate may vote only when the delegate is unable to attend a meeting or cast a vote.

- C. **Board of Directors.** The Board of Directors shall consist of the immediate Past President, the elected officers, the county delegates, and, where not included in the above, the appointments made by the President. Appointees who are not also officers or delegates, however, are non-voting members. The Board shall conduct all official business of the Association.
- D. **Board Meetings.** The Board of Directors shall meet a minimum of twice per year and at such other times as the President may deem necessary after reasonable notice is given. The presence of 5 or more county delegates shall constitute a quorum for the purpose of all votes. Minutes of every Board Meeting must be kept, and shall be distributed to all Board members for corrections and/or additions not more than forty-five (45) days following the meeting. The minutes shall be approved at the next meeting of the Board of Directors.
- E. **Executive Committee Meetings.** The Executive Committee may meet between Board meetings to conduct official business at the call of the President or at least two Executive Committee members. The presence of a majority of the eligible Executive Committee members shall constitute a quorum for the purpose of all votes. Minutes of every Executive Committee meeting must be kept, and the Board of Directors must approve all actions taken by the Executive Committee at the Board's next scheduled meeting.
- F. **Membership Meeting.** The Association will hold one statewide business meeting of all members in each election year. It is the goal of the Association to hold this meeting in conjunction with a Master Gardener educational activity. Additional business meetings may be called at the discretion of the Board of Directors.
- G. **Special Meetings of the Board.** Special Meetings of the Board may be called at anytime by the President or by a quorum of the Officers. Reasonable notice by mail or e-mail not less than ten (10) days prior to the meeting must be given to all Board members. Minutes of every Special Meeting must be kept, and shall be distributed to all Board members not more than forty-five (45) days following the meeting.
- H. **Open Meeting Policy.** All meetings of the Board of Directors are open to all Active and Intern Master Gardeners, all Emeritus Master Gardeners and all Trainee members of the Association. All members are encouraged to attend and participate in discussions.
- I. **Majority Rule.** A simple majority of those present shall rule at Executive Committee, Board of Directors, and statewide meetings, with the exception of approval of amendments to these bylaws which shall require a two-thirds (2/3) majority as noted in Article 11, Section C below.

ARTICLE 8
NOMINATIONS AND ELECTIONS

- A. **Nominations.** The nominating committee shall consist of three (3) members, one (1) to be appointed by the President, two (2) to be elected by the Association membership. A slate of officers shall be printed in the Association newsletter no less than one month prior to the election. The newsletter shall specify whether the election will take place at the next statewide meeting of the Association or by the submission of member ballots. In those instances where the election takes place at a statewide meeting of the Association, nominations may be accepted from the floor prior to elections, provided the nominee has agreed to serve in the capacity for which he/she is being nominated.
- B. **Term of Office.** The officers of the Association shall be elected to two-year terms but all officers will continue until a successor is elected and assumes office. Except in the case where the Vice President may be called upon to serve out the remainder of the President's term, officers may not serve more than two (2) consecutive terms in the same office. Officers shall assume their duties immediately upon election.
- C. **Vacancies.** Vacancies among Officers shall be filled by appointment of the President with the approval of the Board of Directors. A member appointed to fill an unexpired term of an officer is eligible for election to the same office, or another office, at the expiration of the appointed term. In the event of death, resignation, or incapacity of the President, the Vice-President shall become President for the unexpired portion of the term.
- D. **Election and Balloting.** The officers shall be elected at a statewide meeting with all members present being eligible to vote. However, in the event no statewide meeting is scheduled during an election year

officers shall be elected by the membership via electronic and written ballots submitted as specified in Section 9 below.

ARTICLE 9
SUBMISSION AND TABULATION OF MEMBER BALLOTS

- A. **Notice of Election.** The Communications Secretary shall provide Notice of the Election to all members entitled to vote via the Association newsletter, electronic communication, e-mail, posting on the Association's internet site, or the utilization of other electronic social media means as determined by the Board. Such Notice shall include:
 - 1) the slate of candidates;
 - 2) the date and time specified for the receipt of all ballots; and,
 - 3) the U.S. postal address and/or e-mail address to which all ballots may be addressed. Return and collection of ballots by direct electronic voting methods may also be utilized provided that ballots may still be submitted via the U.S. postal service and e-mail communication.
- B. **Method of Voting.** Prior to each election the Board shall specify the method of voting to be used. The Board may authorize members to vote by either electronic or written ballot or both at their discretion.
- C. **Voting Period.** The President shall specify a reasonable period of time for the submission and collection of ballots. In the event the Board authorizes voting by mail or electronic voting such time for the submission and collection of ballots shall not be less than fourteen (14) calendar days nor more than twenty-eight (28) calendar days.
- D. **Quorum.** Ten percent (10%) of the membership entitled to vote shall constitute a quorum for the purpose of any election.
- E. **Certification of Election.** The Secretary and Communications Secretary shall compile and tabulate all of the ballots submitted within the specified voting period and announce the results to the membership.

ARTICLE 10
DUES ASSESSMENT AND PAYMENT

- A. **Dues Assessment.** Any change in the amount of the annual dues assessment of the Association shall be approved by an affirmative vote of the majority of the Board. The Board shall determine the beginning and the end of the membership year.
- B. **Payment.** Annual dues are payable on or before the expiration date each year.
- C. **Failure to Renew.** It is the responsibility of each member to see that his/her dues are paid. Members who do not pay dues by their expiration date shall be removed from the rolls of the Association.

ARTICLE 11
MISCELLANEOUS

- A. **Discrimination.** The North Carolina Master Gardener Volunteer Association is committed to the elimination of discrimination on the basis race, color, creed, national origin, religion, political beliefs, family and marital status, sex, age veteran status, sexual orientation, genetic information, or disability and will not discriminate against any member or person.
- B. **Parliamentary Procedure.** The latest edition of Robert's Rules of Order (Newly Revised) shall govern the conduct of all meetings.
- C. **Amendment of Bylaws.** These Bylaws may be amended or revised by an affirmative vote of at least two-thirds of those members attending a statewide meeting or a two-thirds majority vote of those members responding to a special ballot. Each member shall receive a copy of the proposed revisions at least one month prior to the voting. The notice shall be posted on the NCEMGVA website and shall be sent via e-mail to all voting members as that term is defined in Article 3, Section E. The date on which the voting will

take place must be specified on the copy of the proposed revisions. The method of voting, the voting period and the certification of the vote shall be consistent with the provisions of Article 9, Sections B, C and E.

- D. Operational Expenses.** The Association may promote fund-raising programs to cover operational expenses incidental to activities with the scope of these Bylaws.

ARTICLE 12 EXTENSION LIAISON

The North Carolina Cooperative Extension Master Gardener Program Coordinator may serve as liaison to the Association serving in a non-voting capacity.

ARTICLE 13 DISSOLUTION OF THE ASSOCIATION

In the event that the Association ceases to function and dissolves itself, all assets after obligations of the Association have been satisfied, shall be transferred to the North Carolina Extension Master Gardener Endowment. In no event shall any assets be distributed to any organization that does not qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 or its corresponding subsequent provisions.

REVISION HISTORY

Bylaws originally adopted at Forsyth County, May 18, 1991
Revised: NCMGVA Annual Conference, Wilmington, NC, May 6, 1996
Revised: NCMGVA Annual Conference, Goldsboro, NC, May 3, 1999
Revised: 2007 Master Gardener Conference, Raleigh, NC, October 9, 2007
Revised: 2011 Master Gardener Conference, Raleigh, NC, May 10, 2011
Revised: 2012 Master Gardener Conference, Asheville, NC, May 22, 2012
Revised: 2013 NC Extension Master Gardener Conference, Monroe, NC, June 7, 2013
Revised: 2017 NCEMGVA membership meeting, Raleigh, NC, June 9, 2017