

# **The Wisconsin Master Gardeners Association**

## **By-laws**

### **ARTICLE I NAME AND LOCATION**

The name of the organization shall be: Wisconsin Master Gardeners Association, Inc., hereinafter referred to as the Association or WIMGA. Its location and chief place of business shall be in the State of Wisconsin. Its mailing address shall be:

**Master Gardener Program Office  
Department of Horticulture  
University of Wisconsin-Madison  
1575 Linden Drive  
Madison, Wisconsin 53706**

### **ARTICLE II PURPOSE**

- A. The purpose of this Association is exclusively for horticultural education to supplement the effort of the University of Wisconsin-Madison Division of Extension Program, hereinafter referred to as Extension, and thereby provide education and information on horticultural and environmental stewardship to the residents of Wisconsin without the inclusion of any purpose or intention of carrying on any business, trade, avocation or profession for profit.
- B. The mission of WIMGA supports and connects both individual members and affiliated local organizations who assist Extension in community horticultural education and environmental stewardship programs.
- C. The educational purposes are within the meaning of Section 501(c)(3) of the Internal Revenue Code. WIMGA is Non-Stock Corporation legally registered in Wisconsin.

### **ARTICLE III MEMBERSHIP**

**Section 1** All persons who are members of WIMGA affiliated local associations or 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. Voting Members of WIMGA**

- 1. Certified Master Gardener Volunteers** – those persons certified by Extension who have met annual continuing education, service, and any other requirements set by Extension for maintenance of certification as a Master Gardener Volunteer (MGV).
- 2. Intern Master Gardener Volunteers** – those persons who are in the process of completing Extension requirements for certification as an MGV.
- 3. Honored Master Gardener Volunteers** – those persons certified by Extension who have accrued one thousand (1000) volunteer hours or ten (10) years of service, have demonstrated significant contributions to the MGV program, and have been approved by Extension for this permanent status.

4. **Exempt Master Gardener Volunteers** – those persons who have been Active Certified MGVs who have been unable to complete minimum service and continuing education hours and who have requested exempt status from Extension.

**Section 3** The annual dues associated with each class and category of membership shall be determined by the Board of Directors. Dues are payable to the Treasurer at the time of applying for membership and thereafter on March 1 of each year.

**Section 4** Each local association admitted to WIMGA must:

- A. Designate a local WIMGA representative (by whatever method they choose, such as appointment or election) to the WIMGA by a date specified by the WIMGA Board. Local Representatives must be voting members of WIMGA. Term limits, if any, shall be determined by each local association. Local Representatives shall elect their District's WIMGA Board members (See Board of Directors, Section V), provide communication between their local MG group and the District Representatives and share any information with their group sent to them directly by WIMGA.
- B. Use the same terms and definitions as WIMGA for Certified, Intern, Honored and Exempt Master Gardener Volunteers

**Section 5** MGVs who are not members of WIMGA or a local association are still certified if they have completed their annual certification requirements with Extension to be in "good standing". Good standing is accomplished by completing the CBC, MRT yearly training and service requirements, and any other requirements set by Extension for maintenance of certification as a MGV.

## **ARTICLE IV MEETINGS OF MEMBERS**

**Section 1** The annual meeting of the members of the Association shall be held at a time and place agreed upon by the Board of Directors. It shall be the duty of the Secretary to give thirty (30) days' notice, in writing, by mail or email, of the annual meeting or any special meeting to all members.

**Section 2** A proposal can be submitted for vote by the membership if it is submitted to the Secretary one hundred and twenty (120) days or more prior to the meeting with the signed endorsement/concurrence of twenty-five (25) members in good standing (names, addresses and signatures).

**Section 3** Special meetings of the Association may be called by the President, or with his/her concurrence by another officer, or upon written request by mail or email of three (3) members of the Board of Directors when, in their opinion, the business of the Association so requires.

**Section 4** At such meetings each voting member shall be entitled to cast one (1) vote at any election or on any subject at any annual or special meeting of the members. Absentee ballot voting is permitted when a completed form for that purpose is registered with the Secretary, at least ten (10) days prior to a meeting.

**Section 5** The conduct of all meetings 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 6** At any meeting of the members of the Association, twenty-five (25) members present shall be sufficient to constitute a quorum for the transaction of business.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1** The Board shall not have the power to amend the By-laws.

**Section 2** At no time shall the Board of Directors consist of less than thirteen (13) nor more than fifteen (15) Directors. Until changed by action of the membership, such Board shall consist of twelve (12) District Directors, two (2) from each District as drawn in Attachment A, and three (3) At-Large Directors. All Directors must be voting members of WIMGA.

- A. The twelve (12) District Directors shall be elected by and from the Local Representatives of each District (not the full WIMGA membership). Each District shall elect, from among themselves, two (2) District Directors by a date set by the WIMGA Board. District Directors shall be seated on the WIMGA Board at the Fall Face-to Face Board Meeting. Terms shall be for three (3) years and be staggered on a three-year schedule. The Secretary shall notify Districts by a date set by the WIMGA Board each year when terms are about to expire.
- B. Local associations made up of members from more than one county in more than one District, may choose which District they wish to have represent them on the Board.
- C. The three (3) At-Large Directors shall be elected by the entire WIMGA membership through a ballot distributed in a WIMGA newsletter and returned by mail or email. Nominations shall be solicited in a WIMGA newsletter and directly by a Nominations Committee. Profiles of each candidate shall be printed and distributed along with ballots. Elections must be concluded one (1) month prior to a designated meeting. At-Large Directors shall be seated on the WIMGA Board at that designated meeting.
- D. New local MG associations shall apply for membership affiliation with WIMGA in order to have representation on the WIMGA Board of Directors. After a new local submits an application to the WIMGA Board, the Executive Committee shall review it and make recommendations to the full Board. Membership affiliation requires a majority vote of the WIMGA Board at any regular business meeting. Upon approval of membership affiliation, the new local association shall select a member as their Local Representative to their District and notify the WIMGA Secretary in writing.

**Section 3** The Directors shall elect four (4) officers from among themselves to include: Treasurer, Secretary, Vice President and President. The terms of President and Vice President will be one (1) year and not more than three (3) consecutive terms; the terms of the Secretary and Treasurer will be one year (1) and may be held for an indefinite number of consecutive years. The immediate Past President shall also be **an Ex-Officio** Director for the year following his/her leaving the office of the President.

**Section 4** A vacancy in a Local Representative position shall be filled by action of the local association whose representative is vacating the position. The local association shall appoint a replacement representative as soon as possible and notify the Board in writing of its selection.

- A. If a District Director is unable to complete his/her term, the Local Representatives of that District shall elect a replacement within sixty (60) days of his/her resignation to complete the term.
- B. If an At-Large Director is unable to complete his/her term, the Nominations Committee of WIMGA shall identify replacement candidates within sixty (60) days of his/her resignation. The WIMGA Board will elect a replacement from the candidates and the replacement will complete the original term.

**Section 5** Any Director elected or appointed may be dismissed for cause by the Board at a duly called meeting whenever in its judgment the best interests of the Association are served thereby.

**Section 6** A majority 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. Conduct of all meetings of the Board of Directors shall be governed by provisions of Roberts Rules of Order, Newly Revised, except when the same are in conflict with these By-laws. A mail, email or teleconference vote of the Board of Directors may be taken and shall be sufficient on any question of routine procedure. On matters of policy, a mail or email vote shall not be sufficient except in the case of a meeting previously called wherein notice of the question concerned has been sent to all Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

**Section 7** Regular meetings of the Board of Directors shall be held at such time and places as the Board, by resolution, shall appoint. Special meetings of the Board of Directors may be called at the direction of the President of the Association or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting. Notice of the time, day and place of any meeting of the Board of Directors shall be given not less than ten (10) or more than sixty (60) days previous thereto by notice sent by mail, e-mail, or fax to each Director at his/her address as shown by records of the Association. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

**Section 8** The Board of Directors may provide for the issuance of appropriate certificates of membership.

**Section 9** The Board of Directors shall keep minutes and records of all 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 names and addresses of the members entitled to vote at such meetings.

**Section 10** The Association shall have the power: to take, hold by gift, bequest, devise, purchase, lease, either absolutely or in trust, and administer for any of its objectives, policies, and programs, any fund or funds, real or personal property, without limitation as to amount of value, except as may be prohibited by laws of the State of Wisconsin; and to convey such property and invest and reinvest any principal and to deal with and expend the income or principal and to use and dispose of the real and personal property in such manner as in the judgment of the Association or the Board of Directors will best promote the objectives, policies, and programs of the Association. The Association shall exercise all powers conferred by law to such organizations and consistent with the laws of any states, territories and possessions of the United States of America wherein such acts and transactions may originate or where any property is held.

**Section 11** The Board of Directors shall have the power and authority (1) to serve in an advisory capacity to the Extension Master Gardener Program (2) to represent the interest of WIMGA and (3) to ensure that the Association is in compliance with the current Memorandum of Understanding (MOU) entered into with Extension as found in Attachment B.

**Section 12** The President, Vice President, Secretary, and Treasurer shall constitute the Executive Committee. 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.

**Section 13** Ex-officio members: The immediate Past President (if not currently an elected Director), University of Wisconsin Master Gardener Program Manager and Outreach Specialist shall advise and help direct as Ex-officio Director(s) at Board meetings. The immediate Past President may act as advisor to the Executive Committee of the Board at their request. This position does not hold voting rights.

**Section 14** The Board of Directors shall establish and implement an annual process for setting Association goals and strategies, and for evaluating progress toward the completion of these goals and strategies.

**Section 15** The Board of Directors shall provide-regular summary communications regarding Board meetings and decisions to all Board members and all Local Representatives.

## **ARTICLE VI OFFICERS**

**Section 1** At the Fall face-to-face meeting or at any meeting called for that purpose, the Association's Board of Directors shall elect by a majority vote of those present, a President, a Vice President, a Secretary and a Treasurer, each of whom must be a voting member of the Association.

**Section 2** The officers of the Association shall be installed at the meeting at which they are elected and shall hold office for one year until the next appropriate Fall face-to-face meeting or until their respective successors shall have been duly elected and qualified.

**Section 3** Any officer may resign at any time by giving written notice to the Association's Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

**Section 4** The Board of Directors may dismiss for cause any officer at any regular or special meeting of the Board at which a quorum is present whenever in its judgment the best interests of the Association are served thereby. A two-thirds vote of the directors present is required.

**Section 5** The President shall supervise and direct the objectives, policies and programs of the Association. (S)he shall preside at all meetings of the Association and of the Board of Directors. In his/her absence, and if the Vice President is not present, the Board of Directors in attendance shall appoint one of their own members to preside. The President shall be an ex-officio member of any and all standing or special committees. In general, the President shall have all powers and perform all duties incident to the office of President and such other powers and duties as may be prescribed by the Board of Directors from time to time.

**Section 6** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned by the President or the Board of Directors.

**Section 7** The Secretary shall be responsible for recording and reporting Association meetings. The Secretary shall give notice to all members of all meetings of the Association for which notice must be given as required by these By-laws. In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

**Section 8** The Treasurer shall have, subject to such regulations as may be promulgated by the Association or by the Board of Directors, the care and custody of the general funds, but shall not be solely responsible for permanently investing funds, securities, and assets, which shall be the responsibility, and under the direct supervision, of the Board of Directors. The Treasurer shall see that all funds and securities are deposited in such banks or other depositories as the Board of Directors of the Association designates. In general, the Treasurer shall perform all duties incident to his/her office and any other similar duties as from time to time may be assigned by the President or the Board of Directors.

**Section 9** Checks upon the bank account of the Association shall be signed by one of two such officers as the Board of Directors may, from time to time, by appropriate resolutions, appoint for such purpose.

## **ARTICLE VII 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 of the liabilities of this Association, dispose of all of its assets exclusively for the purposes of this Association to such association 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 of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court for the County in which the Association was maintaining its principal place of business or such other court as may be required or permitted by law exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

**Section 3** All contributions are to be deposited with the Treasurer, and all contributions and disbursements from the Association shall be recorded by the Treasurer.

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

**Section 5** The Board of Directors shall approve an itemized annual budget at each annual meeting.

**Section 6** 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 auditing committee shall be appointed by the Board of Directors.

**Section 7** The fiscal year of the Association shall commence January 1 and terminate on December 31.

## **ARTICLE VIII (RESERVED FOR FUTURE USE)**

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

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

## **ARTICLE 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 (30) days written notice signed by the President or Secretary is given to all members of the Association of intention to alter, amend, or repeal, or adopt new by-laws at such meeting.

## **ARTICLE XI ABSENTEE BALLOT VOTING**

Absentee ballot voting is permitted to the extent permitted by the laws of the State of Wisconsin, subject to such rules and restrictions, if any, as may be imposed by the Board of Directors.

## **ARTICLE XII 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.

### **ARTICLE XIII 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 the Association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States 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).

**REVISIONS** approved by the WIMGA Board, October 21, 2020.

And approved by voting membership at Annual Meeting, December 3, 2020.