

Piedmont Master Gardeners Association

BYLAWS

Article I Name and Purpose

Section 1 Name

The name of this organization is the Piedmont Master Gardeners (hereinafter referred to as “the PMG”).

Section 2 Affiliation with the Virginia Cooperative Extension Service

The PMG is a volunteer organization affiliated with and overseen by the Virginia Cooperative Extension Service (hereinafter referred to as “the VCE”), a non-profit educational organization run by Virginia Tech. The VCE and its volunteer organizations are not organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment or reasonable compensation for services rendered.

Section 3 Governance and Management of PMG

The PMG shall be governed and managed by a Board of Directors elected by the membership, as set forth in Article IV. The Board of Directors shall set policies within the limits prescribed by these Bylaws. For any notice or publication required by these Bylaws, communication by email will be considered to be sufficient for members with email access. Members without email access must be notified using the postal service.

Section 4 Purpose

The PMG exists to serve the following purposes:

- a) to educate people about regional and seasonal horticultural information and traditions relating to gardens and gardening in the Central Piedmont region around Charlottesville, Virginia;
- b) to support the Master Gardener (“MG”) program according to the policies set by the VCE; and
- c) to encourage volunteerism, education, and leadership development among its members.

Section 5 Equal Opportunity

The PMG offers equal opportunity to all, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment, and any other characteristics protected by law.

Article II Membership

Section 1 Eligibility

Membership in the PMG is open to all people interested in advancing the objectives of the PMG and the VCE and who are qualified under these Bylaws. To qualify as a PMG member, a person shall be at least one of the following as defined by the VCE:

- a) A Master Gardener, certified by the VCE as having met and maintained the requirements to qualify as a Master Gardener as required by VCE;
- b) A Master Gardener Trainee currently enrolled in Master Gardener certification class;
- c) A Master Gardener Intern who has completed the MG training class and is in the process of accruing the necessary volunteer hours to become a Master Gardener as required by the VCE;
- d) A Specialized Master Gardener, such as a Tree Steward; or
- e) An Emeritus Master Gardener.

Section 2 Dues

Dues, fees, and terms of PMG membership shall be set by the Board of Directors with the advice and consent of the VCE Agent and reviewed regularly. PMG membership is not transferable.

Section 3 Membership Classes

There shall be only one class of membership in the PMG and it includes any person who meets the requirements of Sections 1 & 2 above.

Section 4 Good Standing

A PMG member in good standing is one who meets Section 1 & 3 requirements for membership, and whose dues are paid for the membership year.

Section 5 Suspension or Termination of PMG Membership

The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for non-payment of dues or monies owed the PMG, or for actions or behavior in violation of these Bylaws or deemed detrimental to the best interests of the PMG.

- a) Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the member concerned at least 20 days prior to the meeting;
- b) Any motion for suspension or termination must be made by an elected Board member, based on personal knowledge, official PMG records, or a statement signed by no fewer than five (5) PMG members in good standing; and
- c) Before action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

Article III Board of Directors

Section 1 Board Membership

The Board of Directors will consist of four elected officers and other appointed Directors, not fewer than five (5) and not more than eleven (11) individuals from among PMG members in good standing, as specified in Article II of these Bylaws. The Board of Directors shall continue in office until successors are duly installed.

Section 2 Duties and Responsibilities

The management of the affairs of the PMG shall be vested in the Board of Directors. It shall be the duty of the Board to carry out the objectives and purposes of the PMG and the VCE, and to this end it may exercise all powers of the PMG. The duties of the Board shall include, but are not limited to:

- a) Establishing policies & procedures for the PMG's operation;
- b) Approving the strategic plan, the annual plan, and the budget;

- c) Approving any new categories of membership;
- d) Authorizing new committees of the PMG; and
- e) Performing other functions as appropriate for the Board of Directors.

Section 3 Officers and Directors of the PMG

Members of the Board of Directors shall include the following Officers: President, President Elect, Treasurer, and Secretary.

1) President - As the Chief Executive Officer of the PMG, the President is responsible for managing the PMG in accordance with these Bylaws and the laws of the Commonwealth of Virginia. The President presides at, and sets the agenda for, meetings of the Board of Directors and membership meetings, except as noted in Article VII of these Bylaws; and oversees the management of the PMG.

2) President Elect - The President Elect acts for the President in the President's absence. The President Elect serves as the chair of the Nominating Committee and facilitates the transition for the incoming Board. The President Elect also performs other duties as requested by the President.

- i. The President Elect automatically becomes President in the year immediately following the year in which s/he is President Elect.

3) Treasurer – The Treasurer shall have custody of all PMG funds and securities, oversee the financial condition of the PMG, maintain financial records as required by law, and report regularly on the PMG finances at Board meetings and at other times when called upon by the President.

4) Secretary – The Secretary shall record minutes of Board meetings and membership meetings. The Secretary maintains information on all past and present PMG documents, meeting minutes, etc.

5) Other Directors shall include, but are not limited to, one chair of each standing committee and the Record Keeper. The standing committees include:

- i. Master Gardener Training – Works with VCE agent to oversee MG training class.
- ii. Volunteer Projects – Oversees and coordinates PMG projects and works with the VCE Agent to facilitate approval of PMG project proposals.
- iii. Program – Oversees PMG programming with duties and responsibilities to be determined by the Board.

- iv. Membership – Oversees PMG membership with duties and responsibilities to be determined by the Board.
- v. Social – Oversees the Annual Picnic and Holiday Party with duties and responsibilities to be determined by the Board.
- vi. Communication – Oversees internal and external PMG communications and the newsletter with duties and responsibilities to be determined by the Board.

6) Officers will have position descriptions approved by the Board, listing the duties and responsibilities of each position. Position descriptions will be made available to PMG members and potential Officers at least 30 days prior to scheduled elections.

Section 4 Qualifications

Persons seeking to serve on the Board of Directors must be PMG members in good standing as specified in these Bylaws.

Section 5 Terms

Officers shall be elected to serve terms of one (1) year, running from mid-December to mid-December. Officers may stand for re-election to the same position, and if re-elected, shall not serve more than two (2) consecutive terms in the same position. Officers shall serve no more than six (6) consecutive year terms, regardless of position held.

Section 6 Conduct of PMG Business

- a) A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn from time to time until a quorum is present.
- b) The acts of the majority of Board members present at a meeting where a quorum is present shall be the acts of the Board unless a greater proportion is required by law or these Bylaws.
- c) Board members may cast proxy votes for absent Board members, provided that the absent member has provided written authorization which is filed with the Secretary. Email communications are considered sufficient written authorization.

Section 7 Board Meetings

The Board of Directors will meet at least quarterly at a day, time, and place to be determined by the Board. The date of Board meetings will be announced at least 21 days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least 14 days in advance of the meeting.

Section 8 Attendance by Directors

Failure to attend three (3) consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provisions of these Bylaws.

Section 9 Removal

- a) The Board of Directors may, by two-thirds (2/3) vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these Bylaws, or which are deemed detrimental to the best interests of the PMG and the VCE.
- b) Suspension or termination of Board members will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for,
- c) proposed suspension or termination shall be mailed to Board members and the individual concerned at least 21 days prior to the meeting.
- d) Any motion for suspension or termination must be made by a Board member, based on personal knowledge, official PMG records, or statement signed by no fewer than three (3) PMG members in good standing.
- e) Before action of suspension or termination, the Board member will have an opportunity to be heard by the Board.

Section 10 Board Vacancies

- a) When a vacancy occurs for a Board position, the President may, with the approval of the majority of the Board of Directors, appoint a replacement from among PMG members in good standing to serve the balance of the term.
- b) Should the office of President be vacated, the President Elect will assume the position and its responsibilities. If both the offices of President and President Elect become vacant simultaneously, the Treasurer will convene the Board of Directors to select a member of that body to assume the duties and responsibilities of the President until a special election by the membership can be held. Approval of an interim President will require a majority vote of the Board of Directors.

Article IV Election of Board Members

Section 1 Nominating Committee

The Board of Directors shall form a Nominating Committee to generate a slate of Officers for the upcoming year. The President Elect is automatically included on the slate as President. The Nominating Committee must have no fewer than three (3) members, and shall include at least one current Officer and one (1) PMG member in good standing not currently serving in an elected position.

Section 2 Timing

The Nominating Committee will seek the input of the Board of Directors and will present a slate of qualified candidates to the membership at least 45 calendar days prior to the end of the current terms.

Section 3 Majority

Officers will be elected by a majority of PMG members in good standing voting by mail or email ballot or at a duly called Regular or Special Meeting.

Section 4 Installation of Officers

The incoming Officers shall be installed at a meeting in December of each year. The term of the Officers begins after the installation ceremony at the December meeting.

Article V Financial Review

Section 1 Financial Review

A financial review will be conducted on an annual basis, and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Board of Directors.

Section 2 Review Committee

The committee shall consist of one current Officer other than the Treasurer and at least one (1) PMG member in good standing who has not served on the Board within the last two years. The Treasurer shall not be eligible to serve on the Financial Review Committee, but will provide the committee or an independent auditor with any and all records necessary to complete required reviews of PMG finances.

Section 3 Financial Audit

A full audit conducted by a certified public accountant or other third party external to the PMG may be undertaken if circumstances dictate.

Section 4 Publication of Results

Results of financial reviews and audits will be published and made available to the PMG membership as soon as is practicable, but no later than 120 days after completion of the review or audit.

Section 5 Financial Authority

- a) Regular PMG meeting expenses in excess of \$200 shall be approved by two (2) Officers and documented in writing. Printed copies of email exchanges are sufficient documentation.
- b) All non-meeting-related expenses in excess of \$200 shall be approved by a majority of the Board of Directors and documented in the Board minutes.

Article VI Committees

In addition to any committees specified in these Bylaws, committees – ad hoc or otherwise - may be established or disbanded by the Board of Directors. Committees are subject to the oversight and direction of the Board or those authorized by that body.

Article VII Regular Meetings of the PMG

Regular meetings of the PMG membership shall be held at least nine (9) times each calendar year, including one (1) meeting designated as the annual membership meeting. The Program Chair, with the help of the Board of Directors, determines the times, dates, and locations of membership meetings provided that:

- a) Each of the nine meetings falls within a different month of the year; and
- b) The annual membership meeting is held in December.

Article VIII Special Meetings of the PMG

Special meetings of the PMG may be called by the President, the Board of Directors, or upon the receipt of a petition signed by at least twenty-five percent (25%) of PMG members in good standing.

- a) The call for a Special Meeting must specify the reason for the meeting. Business at the special meeting will be limited solely to the topic specified. Notification will be made to all PMG members at least 10 business days prior to the meeting. Communications by email are considered to be sufficient notice.
- b) Twenty-five percent (25%) of all PMG members in good standing will constitute a quorum required for the conduct of business at a special meeting.
- c) The President shall preside at a Special Meeting of the PMG, unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the body calling the Special Meeting (the Board or PMG members) shall select an individual to preside at the meeting by majority vote.
- d) A majority vote of PMG members present will be sufficient to carry a motion, provided that such a motion complies with these Bylaws.
- e) The minutes of a special meeting will be published or made available to all PMG members as soon as possible.

Article IX Indemnification

The Board of Directors may seek and maintain such indemnification as is necessary under the laws of the Commonwealth of Virginia to protect the PMG, PMG Board of Directors, PMG Officers and others, as appropriate.

Article X Amendment and Modification of Bylaws

Section 1 Proposed Amendments

Amendments to these Bylaws may only be initiated by the Board of Directors or by a petition signed by at least twenty-five percent (25%) of PMG members in good standing.

Section 2 Notice

Notice of any potential change to the Bylaws must be published and distributed to the membership at least 30 days prior to voting on such measures. Communications by email are considered to be sufficient notice.

Section 3 Majority

Amendments must be approved by a majority of PMG members in good standing voting by mail or email ballot or at a duly called Regular or Special Meeting. Approved amendments supercede any and all previous PMG Constitutions and Bylaws.

Section 4 Publication

Notice of approved changes to these Bylaws shall be published or distributed to all PMG members no later than 60 days following adoption.

Article XI Dissolution of PMG & Liquidation of Assets

Section 1 Dissolution Vote

The PMG may be dissolved by a vote of two-thirds (2/3) of PMG members in good standing.

Section 2 Asset Liquidation

In the event of dissolution of the PMG, the Board, in its discretion, shall transfer all the remaining assets to the VCE, or another organization engaged in activities substantially similar to those of the PMG, provided the organization qualifies as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1954 and pursuant to the applicable statutes of the Commonwealth of Virginia.

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