

**NORTHERN NECK MASTER GARDENER ASSOCIATION**  
**By-laws**

**ARTICLE I: NAME AND PURPOSE**

Section 1. The name of the organization shall be the **Northern Neck Master Gardener Association**, a not-for-profit association.

Section 2. The purpose of this organization shall be:

- a. To promote and serve the Virginia Cooperative Extension (VCE) Master Gardener Program in cooperation with the Lancaster/Northumberland/Richmond and Westmoreland County Extension Offices in fulfilling the educational mission of VCE.
- b. To provide opportunities for Northern Neck residents with an interest in gardening and public service to undergo training and internship so as to become Master Gardeners.
- c. To provide opportunities for new Master Gardeners to fulfill their service obligations for the instruction received at the Master Gardener classes.
- d. To promote continuing service opportunities and educational activities for active Master Gardeners.
- e. To assist local government, citizens and associations in horticultural activities.
- f. To maintain a good esprit de corps among Master Gardeners through social activities and other opportunities to associate and work with people with similar interests.

**ARTICLE II: MEMBERSHIP AND DUES**

Section 1. There shall be two classes of membership: Active and Emeritus.

- a. Active member: Active membership shall be limited to individuals who have successfully completed the Virginia Cooperative Extension Master Gardener Training Program. Active members must pay annual dues and fulfill the yearly VCE service requirements. Only Active members are eligible to vote and hold office.

- b. Emeritus Member: Emeritus membership may be granted to any formerly active member who has contributed 2000 or more hours to NNMGA and/or has held a position on the Executive Committee, and who no longer fulfills the organizational commitments. Emeritus members shall pay dues, but will not be eligible to vote or hold office.

Section 2. The category of “friend” of Northern Neck Master Gardeners may be offered to qualified individuals with skills and talents that can serve the mission of the Master Gardener organization. Friends are not members, and do not have training or reporting requirements.

Section 3. Annual dues shall be decided at the annual meeting at which officers are selected (see Article V, Section 1).

### **ARTICLE III: OFFICERS**

Section 1. Officers and term of office.

- a. The officers of this Association shall consist of a President, Vice President, Secretary, and Treasurer. These officers shall also be members of the Executive Committee of the Association (see Section 5, below).
- b. The term of office for all officers shall be for two years from 1 January to 31 December.

Section 2. Nominating Committee.

- a. The Nominating Committee shall be selected by the Executive Committee at least three months before the annual meeting and shall be composed of two Members of the Executive Committee and three or more members at large selected by the Executive Committee.
- b. The Nominating Committee shall select a chairperson.
- c. The Nominating Committee will recommend a candidate for each office, after having acquainted the candidate with the responsibilities of the office and securing his or her willingness to serve.
- d. At the time the Nominating Committee is selected, members at large will be notified and given the opportunity to volunteer, or to recommend another member or members, for consideration for office by the Nominating Committee.

- e. The slate selected by the Nominating Committee will be presented to the membership at least thirty days before the annual meeting.
- f. The Nominating Committee, as a special projects committee, shall dissolve upon fulfilling its purpose.

Section 3. Election of Officers.

Officers will be elected by a majority vote at the annual meeting.

Section 4. The duties of the officers shall be as follows:

- a. The President shall preside at all meetings of the Association and of the Executive Committee and shall coordinate the work of the officers and committees of the Association.
- b. The Vice President shall perform the duties of the President in the event of his/her absence and such other duties as may be assigned by the President.
- c. The Secretary shall record the minutes of all meetings of the Association and Executive Committee and maintain a true and faithful record of each meeting. In addition the secretary will note and, act on, deaths, illnesses and notable congratulatory events of the membership, as well as other duties as may be assigned by the President. Minutes shall be posted on the NNMG web site.
- d. The Treasurer shall have custody of all funds and bank account(s) of the Association. The Treasurer shall maintain in the name of the Association a bank account in which all funds collected shall be deposited and from which all disbursements shall be made. The treasurer shall make disbursements as authorized by the Executive Committee, such payments to be supported by vouchers or invoices. The Treasurer shall maintain a full and accurate account of receipts and disbursements and shall submit an Annual Report in writing with quarterly reports to be submitted at regular Executive Committee meetings. All funds, records, files and other association properties in the Treasurer's possession shall be turned over to a successor when such successor shall have been duly elected and installed. The Treasurer shall prepare an annual report, from the requests

of various committees, and the budget to be presented to the membership for approval at the Annual Meeting. A committee appointed by the President shall examine the Treasurer's accounts annually and report thereon to the Executive Committee of the Association. The fiscal year shall run from January 1 to December 31.

- Section 5. The Executive Committee consists of the elected officers of the Association, the President Emeritus, the Program Committee chairs, and "members at large" as designated by the President.
- a. A majority of the membership of the Executive Committee shall constitute a quorum.
  - b. All actions and business conducted by the Executive Committee shall be by a majority vote of those present.
  - c. Duties of the Executive Committee shall be:
    - (1) To transact necessary day-to-day business of the Association;
    - (2) To create committees and/or appoint individuals to plan, prepare and evaluate various programs and activities and to approve such plans and preparations;
    - (3) To provide leadership in suggesting new outreach projects and "sunsetting" projects with diminishing impact;
    - (4) To monitor and evaluate the functioning of the organization as a whole;
    - (5) To establish programming directions for the organization and present these to the membership for approval;
  - d. Executive Committee meetings will be open to all NNMG's but only Executive Committee members may vote.
  - e. The Executive Committee shall meet monthly prior to the membership meeting.

#### **ARTICLE IV: COMMITTEES AND VACANCIES**

- Section 1. Program Committees will be created to manage and/or conduct important on-going operations and responsibilities of the Association.

- a. Chairs of Program Committees will be appointed by the President with the approval of the Executive Committee. The term of service of the committee chair/members will be for two years coinciding with the term of the elected officers of the Association.
- b. Program Committee members may be re-appointed by the President with the approval of the Executive Committee.

Section 2. Special Project Committees will be created to manage and/or conduct special activities that are one-time events of short duration, or have a specific task to accomplish.

- a. The work of all Special Project Committees will be supervised by the appropriate Program Chairman or the Vice President.
- b. Special Project Committees and their chair/members will be appointed by the President with the approval of the Executive Committee.
- c. Special Project Committee's terms of service will continue until the activity or task for which they were appointed has been completed.

Section 3. Vacancies shall be handled as follows:

- a. Committee chair vacancies, which develop for any reason, shall be filled by presidential appointment in consultation with the remaining committee members.
- b. Vacancies on the Executive Committee shall be filled by the nomination and majority vote of the Executive Committee for an Association member who will then fill the unexpired term of the office vacated.

## **ARTICLE V: MEETINGS**

Section 1. The annual Meeting for the election of officers and for the transaction of such other business as may properly come before the membership shall be held in the last quarter of each calendar year at a date, time and place designated by the President.

Section 2. In normal circumstances there will be 12 meetings per year one of which will be the annual meeting.

Section 3. All actions/recommendations submitted to the membership shall be approved by a majority vote of those present.

**ARTICLE VI: AMENDMENTS AND PROCEDURES**

Section 1. These by-laws may be amended at any meeting of the Association by a majority vote of those present provided that the proposed amendment(s) shall have been submitted to the membership in writing at the previous meeting, by e-mail or mail dated not less than 15 days prior to the meeting.

Section 2. Procedures for the conduct of all meetings will be in accordance with Robert's Rules of Order.

**Article VII: Miscellaneous**

Section 1. If circumstances occur that necessitate the dissolution of the Northern Neck Master Gardeners Association, such dissolution will require a majority vote of all elected Committee members. The President, President-Elect and the Treasurer will form a committee to oversee the transition. This committee will have complete discretionary authority to dispose of the Association's material assets used in support of its programs and training activities. After the final federal tax returns are filed and all known outstanding financial obligations are satisfied, the remainder of the Association's financial assets shall be distributed to one or more of the following: (1) the trustee of the trust fund used to support the Virginia Tech Foundation for the VMGA State Master Gardener Coordinator Endowment Fund, or (2) an organization that the NNMG Association has worked with in the past, is local in its outreach, and that works to foster environmental/horticultural education, protect the environment, or to provide services to a segment of the Northern Neck population that has a demonstrated need, not met by the public sector.

Section 2. This Association will not discriminate on the basis of age, color, disability, gender, national origin, political affiliation, race, religion, or veteran status.

Amended and Approved by the membership 4/21/2010