

**AMENDMENT
TO
ARTICLES OF INCORPORATION**

CK MAR 13 1997

MASTER GARDENER FOUNDATION OF WASHINGTON STATE

RALPH MUNRO
SECRETARY OF STATE

ARTICLE I

NAME AND LOCATION

Section 1. The name of the Corporation shall be: "Master Gardener Foundation of Washington State" (the Foundation). The location and chief place of business of the Foundation shall be in the State of Washington.

ARTICLE II

PURPOSES

Section 1. The purposes for which this organization is formed are solely educational and charitable in furtherance of the Master Gardener Program in the State of Washington, without the inclusion of any purpose or intention of carrying on any business, trade, avocation, or profession for profit. Without limitation to the generality of the foregoing, the following purposes are specifically stated:

1. To enhance and supplement the effort of the Washington State University Master Gardener Program and thereby to provide education and information on horticulture to the citizens of the State of Washington.
2. To raise funds to be used to supplement and enhance the Master Gardener Program of the Washington State University Cooperative Extension Program.
3. To facilitate an exchange of ideas and information between individual chapters and affiliate organizations of this corporation through periodic news letters and seminars.
4. To inform and educate the citizens and decision makers of our State about the value of the Master Gardener Program.

ARTICLE III

MEMBERSHIP

Section 1. The membership of the Foundation shall consist of all Washington State University Master Gardeners in good standing who wish to be members of the Foundation.

ARTICLE IV

OFFICERS

Section 1. The officers of the Foundation shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer.

Section 2. The duties of the President, Vice Presidents, Secretary, and Treasurer shall be such as are usually imposed upon such officials of not-for-profit Foundations, and as are required by law, and any applicable regulation, and such as may be assigned to them respectively by the Board of Directors as defined by the Foundation's By-Laws.

Section 3. Other officers, agents, and employees may be appointed, their duties assigned, and their compensation fixed by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The Board of Directors (the Board), of the Foundation shall consist of one Master Gardener member appointed from each chapter and affiliate organization. Each chapter and affiliate may also appoint an alternate Master Gardener Board member or designee to avoid absences at meetings of the Board. Each chapter and affiliate shall only be allowed one (1) vote.

Section 2. The Board of Directors of the Foundation shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Foundation. All powers of the Foundation, except those specifically granted by the Foundation's By-Laws, shall be vested in the Board.

Section 3. Immediately following the annual meeting, the Board of Directors shall meet, organize for business, and elect from the membership of the Foundation a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board deems necessary for the conduct of the business of the Foundation. Such officers shall be elected for a term of two (2) years or the remaining period of their Board term, whichever is shorter.

Section 4. Regular meetings of the Board of Directors shall be held at such times and places as the By-Laws shall establish.

Section 5. The Board of Directors shall keep minutes and records of all of its meetings.

Section 6. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Foundation. The Board may establish an Endowment Trust for the same purposes.

Section 7. The Board of Directors shall have the power and authority to serve in an advisory capacity to the Washington State University Cooperative Extension Master Gardener Program.

Section 8. The elected officers of the Board of Directors shall constitute the Executive Committee. The Executive Committee shall have and exercise such authority as may be necessary for the day to day management of the affairs of the Foundation. The duties and procedures of the Executive Committee shall be defined in the By-Laws.

Section 9. Board members shall be indemnified by the Foundation for their conduct as Board members, except for acts or omissions that involve intentional misconduct or knowing violation of law by a Board member or any transaction from which the Board member will personally receive a benefit in money, property or services to which the Board member is not legally entitled.

ARTICLE VI

ANNUAL MEETING OF MEMBERS

Section 1. The annual meeting of the members of the Foundation shall be held during the month of October, or at a time and place established by the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1. The Board of Directors shall establish such committees as necessary to conduct the business of the Foundation.

ARTICLE VIII

FINANCES

Section 1. Funds may be solicited from the general public for the purposes of the Foundation as defined by Article II.

Section 2. A Planned Giving Program may be established and operated as an integral part of the activities of the Foundation. Its purpose shall be to stimulate and solicit gifts to the Washington State Master Gardener Foundation under wills, life insurance, state pledges, annuity contracts, transfer of property or trust funds, and such other and similar manners as the Board deems appropriate.

ARTICLE IX

BY-LAWS

Section 1. The Board of Directors shall establish and maintain the By-Laws of the Foundation.

Section 2. The By-Laws of the Foundation shall provide for the administrative and operating procedures of the Foundation, the duties of Officers and Committees, the criteria for chapters, the standards for affiliate organizations, and any other such matters as the Board may prescribe.

ARTICLE X

SEAL

Section 1. The corporate seal shall be the name of the Foundation.

ARTICLE XI

TERMS OF OFFICE

Section 1. The Board of Directors shall be elected for a term consistent with the Articles of Incorporation or By-Laws of a Chapter or affiliate organization.

ARTICLE XII

QUORUM

Section 1. A majority of those Board Members present at a meeting shall constitute a quorum.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

Section 1. Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Foundation in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the Foundation may adopt.

ARTICLE XIV
AMENDMENTS

Section 1. The Articles of Incorporation may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Board of Directors at any regular or special meeting of the Board.

ARTICLE XV
DISSOLUTION

Section 1. Upon dissolution of the Foundation or the winding up of its affairs, the assets of the corporation shall be distributed to the Washington State University Master Gardener Program, Pullman, Washington, or to such nonprofit scientific, or educational horticultural organizations as the Board of Directors may select, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code..

7/20/96 was the date of the meeting of members at which the amendment was adopted. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

Authorized signature

Michael D. Neff, VP
MICHAEL D. NEFF, VICE PRESIDENT
Master Gardener Foundation of
Washington State