

Master Gardener Foundation of Yakima County

# BYLAWS

Revisions and Adoptions  
Final Draft Revisions 011221  
Approved 020321

01/14/21  
President's F

Foundation

**BYLAWS OF THE MASTER GARDENER FOUNDATION OF YAKIMA COUNTY**  
011221 FINAL DRAFT Revisions

**ARTICLE 1. NAME AND LOCATION**

Section 1.1. Name. The name of the organization shall be, "Master Gardener Foundation of Yakima County" [hereinafter MGFYC]. The MGFYC shall be a chapter of the Master Gardener Foundation of Washington State [hereinafter MGFWS].

Section 1.2. Location. The location and chief place of business shall be in Yakima County, State of Washington. The physical address is Yakima Master Gardeners, 2403 S. 18<sup>th</sup> Street, Suite 100, Union Gap, WA 98903-1637.

**ARTICLE 2. PURPOSE**

Section 2.1. General Purpose. The purposes for which the MGFYC is formed are solely educational and charitable.

Section 2.2. Specific Purposes. Without limitation as to the generality of the foregoing section, the following purposes specifically are stated.

Section 2.2.1. To enhance and supplement the effort of the Washington State University Extension [hereinafter WSUE] Master Gardener Program [hereinafter MGP], and thereby to present scientific research-based education and information on gardening and environmental stewardship to the citizens of Yakima County.

Section 2.2.2. To raise funds to be used to supplement and enhance the WSUE MGP.

Section 2.2.3. To facilitate the exchange of ideas and information between individual members of the MGFYC through periodic newsletters, meetings, classes, and seminars.

Section 2.3. Dedication of Assets. The assets of the MGFYC irrevocably are dedicated to the public benefit in the form of education and charity. No part of the net earnings, properties, or assets of the MGFYC, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any member or Director of the MGFYC.

**ARTICLE 3. MEMBERSHIP**

Section 3.1. Classes of Membership. There shall be three classes of membership: Active, Associate, and Honorary Master Gardeners.

Section 3.1.1. Active Membership. All WSUE Master Gardeners of the MGFYC who are active, all current year Master Gardener trainees/interns who are active, and Master Gardeners who have chosen Emeritus status, shall be considered members of the MGFYC upon receipt of a signed agreement, and affirmative vote by the membership at a MGFYC meeting.

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Section 3.1.2. Associate Membership. WSUE Agents, the Program Coordinator, and staff working with the WSUE MGP, shall be granted Associate membership upon request.

Section 3.1.3. Honorary/Friends of Master Gardeners Membership. Persons, not a Master Gardener, or places of business wishing to enrich the objectives of the MGFYC or the MGP may become members upon receipt of a signed agreement, and affirmative vote by the membership at a MGFYC meeting.

Section 3.2. Rights of Members. Each member shall have one vote in MGFYC elections. Associate and Honorary/Friends of Master Gardeners will have a voice, but no vote, and may not hold office.

Section 3.3. Signed Agreements.

Section 3.3.1. All members must have a signed agreement on file with the MGFYC.

Section 3.3.2. An application for Honorary/Friends of Master Gardener Membership must be filled out and accepted at a general MGFYC meeting.

Section 3.4. Termination of Membership. Membership in the MGFYC may be terminated upon written request of the member.

Section 3.5. Dues. There shall be no annual dues for any class of membership.

Section 3.6. Membership Meetings.

Section 3.6.1. General meetings.

Section 3.6.1.1. There shall be at least two MGFYC membership meetings each year. It shall be the duty of the Board Secretary to give at least two weeks' notice to members of any MGFYC meeting by publishing the agenda prepared by the Board President.

Section 3.6.1.2. Annual meeting. There shall be a MGFYC meeting during April of each year for the purpose of electing Directors and carrying out any other necessary business. This meeting shall be considered the "Annual Meeting."

Section 3.6.1.2.1. Nominating Team. The MGFYC Immediate Past President shall appoint a Nominating Team, and may lead the Nominating Team, of members at least 60 days before the Annual Meeting.

Section 3.6.1.2.2. Nomination Slate. The Nominating Team shall prepare a slate of volunteers willing to be nominated for Director Positions to be presented to the membership at the Annual Meeting. The nominating slate shall be published at least two weeks before the Annual Meeting.

Section 3.6.1.2.3. Floor Nominations. Nominations for Director positions will also be taken from the floor at the Annual Meeting.

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Section 3.6.1.3. Budget Approval Meeting. The budget for the following year shall be approved and adopted at the December meeting.

Section 3.6.2. Special meetings. Special MGFYC meetings may be called by the Board President, the Board of Directors, or by the membership upon receipt of a written petition signed by 10 members. Any petition shall note the purpose(s) of the meeting and shall be turned in to the Board Secretary who shall provide at least two weeks' notice to the membership of such meetings.

Section 3.6.3. Quorum. At any scheduled general or special MGFYC meeting, the members present shall be sufficient to constitute a quorum for the transaction of business.

#### **ARTICLE 4. BOARD OF DIRECTORS**

Section 4.1. Composition of the Board. The MGFYC Board shall consist of a President, a Vice-President, a Secretary, a Treasurer, two Members-at-Large, and the Immediate Past President. The Program Coordinator will serve as a liaison between WSU Extension and the Board with a voice but no vote.

Section 4.2. Compensation. Directors shall serve without compensation.

Section 4.3. Duties of the Board.

Section 4.3.1. The duties of the Directors shall be such as are typically imposed upon Directors, as defined in Roberts Rules of Order Newly Revised, and any other duties assigned to the Directors by the membership.

Section 4.3.2. The Board shall serve as the MGFYC Budget Team. The proposed budget shall be developed during the month of November, and shall be made available to the general membership at least 10 days before the December MGFYC meeting.

Section 4.3.3. MGFWS Representatives. The Board shall approve a minimum of two designated MGFYC representatives to the MGFWS Board of Directors.

Section 4.3.4. Position Descriptions. The position description for each Director position will be on file and available at the MGFYC Clinic Office.

Section 4.4. Board Elections. The Directors shall be elected at the Annual Meeting of MGFYC members in April, to serve for a term of one year (1 May through 30 April).

Section 4.4.1. Trainees/Interns. Trainees/interns may be elected to any office, other than President, with the understanding that the outgoing Director(s) will mentor the trainee/intern(s) in their duties, as necessary.

Section 4.4.2. Consecutive Terms. No Board Members shall be eligible to serve more than two consecutive terms in the same position, with the exception of the Treasurer.

Section 4.5. Board Meetings.

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Section 4.5.1. The Board shall meet a minimum of one time per year to conduct the affairs of the MGFYC. All Board meeting(s) shall be open to the membership and shall include the Program Coordinator who may participate but not vote.

Section 4.5.2. Quorum. Four Directors shall constitute a quorum to conduct business at Board meetings.

Section 4.5.3. The Board shall keep minutes and records of all its proceedings. The records and minutes, excluding those from Executive Session, shall be available to members. Records from all Executive Sessions shall be secured separately and not available to general membership.

Section 4.6. Limited Liability. Subject to their fiduciary responsibilities and standards of conduct for Directors, including, but not limited to, the duty of care, the duty of loyalty, the duty of inquiry, and other duties imposed by law, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 4.7. Removal of a Director.

Section 4.7.1. A Director may be removed with or without cause.

Section 4.7.2. There are two processes to initiate removal of a Director.

Section 4.7.2.1. Membership Petition for removal. Removal of a Director may be initiated by the MGFYC membership with a written petition signed by at least 20 members.

Section 4.7.2.1.1. A completed petition must be filed with a Director. The Director will pass the petition along to the President to be included on the Agenda of the subsequent MGFYC Meeting at which a vote for removal may be conducted. Should the Director petitioned to be removed be the President, the Vice President shall shepherd the removal process, and a Member-at-large shall fill the Vice President position.

Section 4.7.2.1.2. Following placement on the Agenda, the President shall notify the Director in question so they may be prepared to respond at the same meeting.

Section 4.7.2.2. Board Recommendation for removal. A Director may be recommended for removal as determined by a majority vote of the Board at any properly convened meeting.

Section 4.7.2.2.1. The Board shall adopt a written Resolution of Recommendation for Removal that shall be served upon the Director within seven working days of the Board action.

Section 4.7.2.2.2. The Director proposed for removal shall have seven working days to respond, in writing, to the Board action by filing the response with the Board Secretary.

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Section 4.7.2.2.3. Upon completion of these timeframes, the Resolution and response shall be placed on the Agenda of the subsequent MGFYC meeting at which a vote for removal may be conducted.

Section 4.7.2.3. For either of the above-mentioned processes, a Director may be removed by a two-thirds paper ballot vote of the MGFYC membership attending the meeting.

Section 4.8. Vacancies. The Board may appoint one of the Director Members-at-Large to fill any Director vacancies (except President) that may occur during the year or may appoint MGFYC members, as necessary. The appointed Director(s) shall serve until the next election. The Immediate Past President position must be filled by someone who previously has held the position of MGFYC President.

## **ARTICLE 5. FINANCES**

Section 5.1. Fiscal Year. The MGFYC fiscal and accounting year shall be the calendar year.

Section 5.2. Funds may be solicited and expended solely for purposes consistent with the stated purposes of the MGFYC.

Section 5.3. Balanced Budget. Expenses for an accounting year shall not exceed funds available to pay them that year.

Section 5.4. Board Budgetary Authority.

Section 5.4.1. The Board shall have the power and authority to receive and administer funds and other assets of the MGFYC.

Section 5.4.2. The Board may accept on behalf of the MGFYC any contribution or gift for the general purpose or for any special purposes of the MGFYC.

Section 5.5. Insurance. The Treasurer shall use their best efforts to purchase and maintain, subject to Board approval, the following insurances for the MGFYC.

Section 5.5.1. General Liability Insurance. GLI insurance, to the full extent permitted by law, on behalf of its Directors or members, and other agents, to cover any liability asserted against or incurred by any Director, member, or agent in such capacity, or arising from the Directors', members', or agent's status as such.

Section 5.5.2. Property Insurance. Such insurance as necessary and sufficient to cover the MGFYC Greenhouse facility, its inventory, and contents; as well as any MGFYC property inventory and contents maintained at the Demonstration Garden, Heirloom Gardens, and contents located at or around the Clinic.

Section 5.5.3. Treasurer's Bond. The Treasurer shall be bonded by a sufficient fidelity bond in an amount set and paid for by the Board.

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## ARTICLE 6. TEAMS

Section 6.1. All proposals for new teams with fiscal impact must first fill out a New Project Form that is presented to the Program Coordinator and the Advisory Team for approval or correction of any concern(s). The then will go to the Board for approval or correction of any concern(s), and then be presented to the membership for approval.

Section 6.2. It is preferable to have at least two Leaders from the membership for each team from. The duties and responsibilities of each Team are found in a separate document.

Section 6.3. Teams shall be responsible for staying within their approved budget funds.

Section 6.4. Team records shall be transferred at such time as there is a change in Team leadership.

## ARTICLE 7. PARLIAMENTARY AUTHORITY

Section 7.1. Rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern MGFYC and Board meetings in which they are consistent with these Bylaws and any special rules of order the MGFYC may adopt.

## ARTICLE 8. AMENDMENTS

Section 8.1. These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by a majority of members present at any MGFYC meeting, properly constituted, if 30 days notice is provided by the Secretary to all members.

## ARTICLE 9. DISSOLUTION

Section 9.1. Upon dissolution of the MGFYC, and the winding up of its affairs, the assets of the MGFYC shall be distributed as follows: firstly, to discharge any liabilities and obligations of the MGFYC; and thereafter, to the MGFWS or to any non-profit or government horticultural organization within Yakima County, as the membership may, by vote, direct. All Inventory items held by the various teams and/or individual MGs shall be turned over to designated business(es) or individuals as the membership may, by vote, direct.

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