

Master Gardener Foundation of Yakima County

BYLAWS

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BYLAWS OF THE MASTER GARDENER FOUNDATION OF YAKIMA COUNTY

ARTICLE 1. PURPOSE

Section 1.1. The purpose for which the Master Gardener Foundation of Yakima County (MGFYC, Foundation) is formed is solely charitable in furtherance of the Washington State University Extension Master Gardener Program (MGP, the Program) in Yakima County in the State of Washington, without the inclusion of any purpose or intention of carrying on any business, trade, avocation, or profession for profit.

ARTICLE 2. MAILING ADDRESS

Section 2.1. The location and chief place of business for the Foundation shall be in Yakima County, State of Washington. The mailing address is Master Gardener Foundation of Yakima County, .205 W. Washington Ave #10081, Yakima, WA 98903.

ARTICLE 3. BYLAWS

Section 3.1. The Board of Directors shall establish and maintain the bylaws of the Foundation, under the direction of the members. The Board shall review the bylaws at least once every three years.

Section 3.2. The bylaws of the Foundation shall provide for the administration and operating procedures of the Foundation, the duties of Officers and Committees, and any other such matters as the Board may prescribe.

Section 3.3. The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of Active Members (as defined in Article 4) voting in person or electronically at a duly held general, annual, or special meeting of the Membership called for the purpose, if at least thirty (30) days advanced notice is given to all members regarding the intention to alter, amend or repeal, or to adopt new bylaws at such a meeting.

ARTICLE 4. MEMBERSHIP

Section 4.1. Classes of Membership. There shall be two classes of Membership: Active and Associate.

Section 4.1.1. Active Members. All Master Gardeners in good standing of the Master Gardener designation from WSU Extension Yakima County Master Gardener Program shall be considered Active Members of the Foundation upon receipt of a signed Foundation Membership Application Form and verification by the Board of Directors that the applicant is a Master Gardener in good standing in Yakima County.

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Section 4.1.2. Associate Members. WSU Extension Agents, the Program Coordinator, staff working with the Master Gardener Program, and other interested individuals shall be associate members upon request and upon receipt of a signed and approved Foundation Membership Application Form.

Section 4.2. Rights of Members. Each Active Member shall have one vote in Foundation elections or any subject at any general, annual or special meetings of the Membership. Associate Members will have a voice, but no vote, and may not hold office. A member's rights, including voting rights and receipt of notices, are contingent upon the member maintaining current contact information with the Foundation. Failure to provide updated contact information may result in loss of notice and may affect the member's ability to participate in Foundation matters.

Section 4.3. Membership Year. The membership year is from January to December of each year. All members must renew their membership in the Foundation on an annual basis each November.

Section 4.4. Termination of Membership.

Section 4.4.1: Resignation. Any member may terminate their membership in the Foundation upon written request of the member.

Section 4.4.2: Removal. The Board may, in its sole discretion, revoke any individual's member status.

Section 4.5. Dues. There shall be no annual dues for any class of membership.

ARTICLE 5 MEETING OF MEMBERS

Section 5.1. Annual meeting. There shall be an annual meeting of the Foundation members during December of each year. Members shall be notified of the annual meeting by email or other electronic means, at least fifteen (15) days in advance. Any business for the good of the Foundation may be conducted at the annual meeting, including the election of directors as set forth in these bylaws and approval of the annual Foundation budget.

Section 5.2. Special meetings. Special member 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 delivered to the Board Secretary who shall provide at least fifteen (15) days' notice to the Membership of such meetings.

Section 5.3. Quorum. At any scheduled general or special member meeting, the Active Members (as defined in Article 4) present shall be sufficient to constitute a quorum for the transaction of business.

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ARTICLE 6. BOARD OF DIRECTORS

Section 6.1. Composition of the Board. The Board of Directors shall consist of seven (7) Active Members (as defined in Article 4) of the Foundation, four of whom shall serve as Officers. The Master Gardener Program Coordinator will serve as an ex-officio non-voting member of the Board of Directors. The Program Coordinator acts as a liaison between the Foundation and the Master Gardener Program and is entitled to receive all notices and participate in Board discussions.

Section 6.2. Compensation. Directors shall serve without compensation.

Section 6.3. Duties of the Board. The Board of Directors shall have the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Foundation. This includes oversight of the approved annual budget and any necessary amendments. The Board may approve and implement budget amendments without Membership approval, provided such amendments do not exceed 10% of the total annual operating budget and are consistent with the Foundation's mission. This authority applies to all Foundation-supported activities, including but not limited to: a) financial support for WSU Extension Master Gardener Program activities in Yakima County, b) Foundation administrative operations, and c) fundraising initiatives and related expenses.

Amendments exceeding this threshold, individually or in the aggregate for a single budget cost center, or representing a material change in Foundation priorities shall be presented to the Membership for approval at a general, annual, or special meeting.

Section 6.4. Board Elections. The Directors shall be elected at the Annual Meeting of the Foundation members to serve for a term of three (3) years.

Initially, three directors shall be elected for a one-year term, two directors shall be elected for a two-year term, and two directors shall be elected for a three-year term. Thereafter, as the terms of directors expire, directors shall be elected for a three-year term until the election of successors, except as provided in Section 6.6, for filling vacancies. Each director must be an Active Member (as defined in Article 4) in good standing. The term year shall run January 1 through December 31.

Section 6.5. Consecutive Terms. No Board Members shall be eligible to serve more than two consecutive terms, with the exception of the Board Member serving as Treasurer who may serve indefinitely.

Section 6.6. Board Meetings. The Board shall meet a minimum of one time per year to conduct the affairs of the Foundation. All Board meetings shall be open to all members (as-defined in Article 4). Members may observe and provide input to the Board at specified times but only the Board of Directors shall cast votes during Board meetings.

Section 6.7. Quorum. A majority of the Board, with at least one Officer present shall constitute a quorum to conduct business at Board meetings.

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Section 6.8. Meeting Minutes. The Board shall keep minutes and records of all its proceedings. The records and minutes, excluding those from Executive Sessions, shall be available to the Membership. Records from all Executive Sessions shall be secured separately and not available to the Membership.

Section 6.9. 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 obedience, and other duties imposed by law, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the Foundation.

Section 6.10. Removal of a Director. There are two processes by which a Director may be removed.

Section 6.10.1. Membership Petition for Removal. Removal of a Director may be initiated by the Membership of the Foundation with a written petition signed by at least 20% of Active Members (as defined in Article 4).

Section 6.10.1.1. A completed petition must be filed with a Director. The Director will notify the President of the petition and request the petition be included on the agenda of the subsequent Board 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.

Section 6.10.1.2. 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 6.10.2. Removal By Board. The Board, by a two-thirds (2/3) vote at any regular or special meeting, duly called at which a quorum is present, may remove an individual Director, with or without cause upon written notice to said Director.

Section 6.11. Resignations. Any Director may resign at any time by delivering written or electronic notice to the President or the Secretary, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified in the notice, or if the time is not specified, upon delivery of the notice and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.12. Vacancies. The Board may appoint any Active Member (as defined in Article 4), as necessary, to serve any vacancy occurring on the Board. The vacancy may be filled by a majority vote at any regular or special Board meeting at which a quorum is present. The appointed Director(s) shall serve until the next election.

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Section 6.13 Conflict of Interest. No Board Member shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Foundation. Each Director shall disclose to the Foundation any personal interest which they may have in any matter pending before the Foundation and shall refrain from participation in any decision on such matter.

ARTICLE 7. OFFICERS

Section 7.1. Officers. The Officers of the Board shall be President, Vice President, Secretary and Treasurer. The duties of the President, Vice President, Secretary and Treasurer shall be such as are usually imposed upon such officials of a not-for-profit organization, 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 below.

Section 7.2. Election of Officers. During the December Board meeting, the Board of Directors shall select from within, directors for the Officer positions. The term of office is one year. Officers may not serve more than two consecutive terms in the same office, except for the Treasurer, who may serve as Treasurer for the duration of their tenure as a Director of the Board.

Section 7.3. President. The president shall supervise all activities of the Foundation; execute all instruments on its behalf; preside at all meetings of the Board of Directors and of the Membership; call such meetings of both as shall be deemed necessary; and perform other duties inherent in such office, or as defined in the position description.

Section 7.4. Vice-President. The vice-president shall act for the president in their absence and perform such other acts as the president may direct, or as defined in the position description.

Section 7.5. Secretary. The secretary shall take the minutes of all meetings of the Membership and Board of Directors, keep a depository copy file of the minutes of all meetings, and perform other tasks as defined in the position description.

Section 7.6. Treasurer. The treasurer shall receive and be accountable for all funds; pay all obligations incurred by the Foundation; maintain bank accounts and depositories; manage investment funds according to the Foundation's Cash Management and Investment Policy; provide monthly financial reports; and perform other tasks as defined in the position description.

Section 7.7. Executive Sessions. The board may hold Executive Sessions for the purpose of discussing topics related to property acquisition/sale, legal matters, or personnel and as further defined in RCW 42.30.110. The Program Coordinator may be excused from an Executive Session, in the event of a conflict of interest.

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Section 7.8. Indemnification. Officers shall be indemnified by the Foundation for their conduct as Officers, except for acts or omissions that involve intentional misconduct or knowing violation of law by an Officer or any transaction from which the Officer will personally receive a benefit in money, property or services to which the Officer is not legally entitled.

ARTICLE 8. COMMITTEES

Section 8.1. Executive Committee. The elected Officers and the Program Coordinator in an ex-officio capacity 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.

Section 8.2 Standing and Ad hoc Committees. The Board shall establish standing and ad hoc committees as necessary to conduct the business of the Foundation.

Section 8.2.1 Standing Committees. A standing committee is a committee established by the Board for an indefinite time for a specific purpose.

Section 8.2.2 Ad hoc Committees. An ad hoc committee is a committee that shall have a specified time to complete a specific task. The Executive Committee shall recommend to the Board the establishment of ad hoc committees. The Executive Committee will define the scope and term and solicit a chair and members. Ad hoc committees shall serve solely in an advisory capacity.

Section 8.2.3 Financial Commitment Limitation. Standing and Ad hoc Committees may not obligate the Foundation to financial commitments beyond the approved annual budget of the Foundation. Requests for additional funds must be approved by the Board of Directors in accordance with Article 9. In addition, standing and ad hoc committees may not commit the Foundation to other obligations without the approval of the Board of Directors.

ARTICLE 9. FINANCES

Section 9.1. Fiscal Year. The Foundation's fiscal and accounting year shall be the calendar year.

Section 9.2. Funds may be solicited and expended solely for purposes consistent with the stated purposes of the Foundation.

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Section 9.3. Gift Acceptance. The Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the purpose of which the Foundation is formed. All gifts and bequests intended to support the WSU Extension Master Gardener Program shall be accepted in accordance with the WSU Gift Acceptance Policy. The Foundation will coordinate with the Program Coordinator to ensure gifts and expenditures align with Master Gardener Program priorities and WSU requirements. Only gifts and bequests received without a designated purpose may be used at the Board of Directors' discretion, provided such use is not in conflict with these bylaws.

ARTICLE 10. PARLIAMENTARY AUTHORITY

Section 10.1. General Procedures. Membership and Board of Directors meetings shall be conducted in a manner that promotes fairness, efficiency, and participation. The procedures shall be consistent with the Foundation's mission and values.

Section 10.2. Parliamentary Authority. Unless otherwise provided in these Bylaws or by special rules of order adopted by the Foundation, meetings shall be governed by *Roberts Rules of Order* (latest edition) or another parliamentary authority approved by the Board of Directors.

Section 10.3. Special Rules of Order. The Board may adopt special rules of order to supplement or override the selected parliamentary authority, provided such rules are consistent with these Bylaws and applicable law.

Section 10.4. Training and Accessibility. The Foundation shall make reasonable efforts to ensure that Board Members and Officers are familiar with the chosen parliamentary procedures, including providing summaries or training as needed.

Adopted by the Membership and Board of Directors of the Master Gardener Foundation of Yakima County on [Insert Date].

Authorized Signature:

<insert name>, President,
Master Gardener Foundation of Yakima County

Master Gardener Foundation of Yakima County

BYLAWS

Revisions and Adoptions
Final Draft Revisions 011221
Approved 020321

President

02/03/21

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. 18th 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 signatured 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 signatured 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. Signatured Agreements.

Section 3.3.1. All members must have a signatured 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 signature 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. Cpnsecutive 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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