

# **BYLAWS OF THE MASTER GARDENER FOUNDATION OF WASHINGTON STATE**

## **ARTICLE I – MISSION AND PURPOSE**

**Section 1. The Mission of the Master Gardener Foundation of Washington State (MGFWS or the Foundation) is to support the Washington State University Extension Master Gardener Program (WSU EMG) in its efforts to provide public education in gardening and environmental stewardship generated from research at WSU and other university systems through education, communication, and advocacy.**

**Section 2. The Purpose of the Foundation is to offer statewide volunteer-based unifying leadership to and communication among county and regional WSU EMG programs and county foundations.**

## **ARTICLE II – MEMBERSHIP**

**Section 1. Membership. Membership of the Foundation shall consist of independent and dependent chartered chapters of county master gardener foundations or organizations.**

## **ARTICLE III – BOARD OF DIRECTORS**

**Section 1. Membership. The primary governing body of the Foundation shall be a Board of Directors (the Board). Officers, executive committee members, and representatives are members of the Board. Representatives to the Board shall be selected by independent and dependent chartered chapters, employing the selection methods of their choice. Chapters are encouraged to have at least one representative attend board meetings.**

**Section 2. Vacancies. If an independent or dependent chartered chapter experiences an early vacancy of a board representative, the chapter shall select a replacement employing the selection method of their choice and notify the MGFWS secretary prior to the next board meeting.**

**Section 3: Removal. The Board may recommend removal of any member by an affirmative vote of a majority of the Board whenever it judges that the best interest of the Foundation will be served.**

**Section 4. Voting.**

- a. Voting Rights. In any matter before the Board, each chapter shall be entitled to one (1) vote. Each officer and appointed committee chair shall also be entitled to one (1) vote.**
- b. Quorum. At least one representative from a majority of the independent and dependent chapters, with at least one officer representing the MGFWS present, shall constitute a quorum. For the transaction of business, a majority of the votes of such a quorum shall be sufficient to decide any measure coming before the Board. Officers are representing**

MGFWS unless they declare, at the beginning of a meeting, they are representing their chapter in establishing a quorum and while voting. A quorum, once attained at a meeting, shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of representatives to leave less than a quorum.

- c. Required Presence. Votes may be cast only by members present (physically or virtually) at a meeting. If needed, electronic voting is allowed outside of full board meetings.
  - Absentee voting, and proxies are not permitted.

#### ARTICLE IV – OFFICERS

Section 1. Officers. The officers of the Foundation are president, past president, vice president, secretary, and treasurer.

Section 2. Election of Officers.

- a. An ad hoc nominating committee shall recruit, evaluate, and place names in nomination for all elected offices; provided, however, any general member in good standing may place a name in nomination for any office of the Foundation at the annual meeting.
- b. Officers shall be elected by the majority of a quorum of the voting members of the Board during an annual meeting of the MGFWS.

Section 3. Duties of Officers. The duties of the officers are defined in the Policy & Procedures Manual.

Section 4. Absence of President. In the absence of the president, the vice president shall assume the duties of the president.

Section 5. Vacancies. In the case of an early vacancy of an office for any reason, the president shall coordinate with the vice president to request volunteers to fill the vacancy. The name of the volunteer(s) for the officer position will be submitted to the Board for election.

Section 6. Removal. The Board may remove any officer by an affirmative majority vote of the quorum whenever it judges that the best interest of the Foundation will be served.

#### ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Membership. The executive committee shall consist of the officers of the Foundation, the communication director, the development director and the WSU Extension Master Gardener Program Leader (serving in a non-voting, ex officio status).

Section 2. Responsibilities.

- a. The executive committee shall be responsible for the day-to-day operation of the Foundation. This includes having the authority to make financial decisions and

disbursements of an amount up to \$1,000 in the intervals between meetings of the Board.

- b. The Executive Committee shall review chapter charters for establishment, renewal or termination as needed.

## ARTICLE VI – STANDING COMMITTEES

Section 1. The Board shall establish standing and ad hoc committees as necessary to conduct the business of the Foundation.

Section 2. Standing Committees Defined. A standing committee is a committee established by the Board for an indefinite time.

Section 3: Standing Committee Chairs. The executive committee will recruit standing committee chairs. The president shall name the standing committee chairs annually at the first executive committee meeting of the fiscal year. If a chair has not been identified by the first meeting, the executive committee will engage in recruitment until the position is filled.

Section 4. 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.

## ARTICLE VII – MEETINGS

Section 1. Location and Date of Annual Meeting. The annual meeting of the Foundation shall be held at a time and place established by the Board. An agenda and notice of the time and place of the annual meeting will be sent not less than ten (10) nor more than fifty (50) days before the meeting.

Section 2. Location and Date of Board Meetings. The Board shall determine the annual calendar and location of board meetings. If applicable, changes to the calendar will be approved by a vote of the Board. The agenda shall be distributed to all board members not less than three (3) days before the meeting. Minutes of the meeting shall be distributed to all board members not more than thirty (30) days after the meeting.

Section 3. Location and Date of Executive Committee Meetings. The executive committee shall determine the annual calendar and location of executive committee meetings. An agenda shall be distributed to the executive committee not less than three (3) days before the meeting. Minutes of the meeting shall be distributed to all board members not more than thirty (30) days after the meeting.

Section 4. Special Meetings. Special meetings may be called at any time by the president or a vote of a quorum of the Board. The president shall give notice of a special meeting, including an

agenda, not less than ten (10) days prior to the date of the meeting. Minutes of the meeting shall be distributed to all board members not more than thirty (30) days after the meeting.

Section 5. Meeting Location. Foundation meetings may be held at a physical location (in-person location), via electronic communications equipment (virtual location), or a combination of the two (hybrid location). Participation by such means shall constitute presence in person at a meeting.

Section 6. Notice. Notice to MGFWS board members shall be by electronic transmission. Acceptance of a position on the Board shall constitute consent to receive notice by email, with such notice deemed to be delivered when received at an email address provided for that purpose by the recipients or the chapter they represent.

## ARTICLE VIII – COUNTY CHAPTERS

Section 1. All county master gardener foundations or organizations in Washington State will be encouraged to partner with the MGFWS in pursuit of the mission and purpose of the Foundation as affiliated chapters. County master gardener chapters may be, for tax purposes, either independent or dependent chapters of MGFWS. An independent chapter shall establish and maintain its own status as a 501(c)(3) charity. A dependent chapter is one that may operate as a tax-exempt organization using the nonprofit determination of MGFWS granted by the Internal Revenue Service and the MGFWS charitable organization number assigned by the Washington Secretary of State.

Section 2. Counties that wish to establish and maintain dependent status for tax purposes may apply to the Board to become a dependent county chapter by completing an Application for Dependent County Status available on the MGFWS website.

Section 3. Establishment of a Chartered Chapter.

- a. The Board, through a membership committee, shall, not less often than annually, extend invitations to non-chartered county WSU EMG organizations to become chapters of the Foundation.
- b. Requests for new chapter charters shall be approved by the executive committee.

Section 4. Eligibility Requirements. A county WSU EMG organization will be eligible to become a chartered chapter if the following requirements are met:

- a. The organization supports the mission and purposes of the WSU EMG Program and MGFWS.
- b. The organization selects and supports representative(s) to MGFWS.
- c. The organization commits to actively participate in MGFWS business.
- d. A dependent chapter shall agree to submit all required fiscal documents to the MGFWS treasurer in a timely manner for tax filing in order to retain their dependent county status.

Section 5. Renewal of Chapter Charters. Independent chapter charters shall be entered into for a period of five (5) years and are renewable. Dependent chapter charters shall be entered into for a period of three (3) years and are renewable.

#### ARTICLE IX – FINANCES

Section 1. Fiscal Year. The fiscal year of the Foundation will start on January 1 and end on December 31.

Section 2. Financial Procedures. All foundation accounting activities shall be conducted in accordance with the financial procedures defined in the Policy & Procedures Manual.

Section 3. Signing & Approval Authorities.

- a. Contracts must be signed by the president or the vice president.

#### ARTICLE X – AMENDMENTS

These Bylaws may be altered, amended, repealed, or new Bylaws adopted as specified in the Foundation's Articles of Incorporation.

#### ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Foundation board meetings.

ADOPTION This restatement of the Bylaws of the Master Gardener Foundation of Washington State was approved by a majority of a quorum of the Board of Directors on September 4, 2024.

Authorized signature:

A handwritten signature in cursive script, reading "Tana L. Hasart", is written over a solid horizontal line.

President: Tana L. Hasart

**Master Gardener Foundation of Washington State**

Revised March 30, 2018, Revised June 1, 2018, Revised March 11, 2021, Revised February 16, 2022, Revised September 4, 2024.