

**BY-LAWS of the WASHINGTON COUNTY CHAPTER of the OREGON  
MASTER GARDENER™ ASSOCIATION**

**Name**

The Washington County Master Gardener™ Association is a chapter of the Oregon Master Gardener™ Association, Inc. and is a nonprofit association under Section 501(c)(3) of the Internal Revenue Code.

**Article I: Purpose**

The primary purpose of the organization is to enhance and supplement the Oregon State University (OSU) Extension Service Master Gardener™ program.

To this end, the Washington County Chapter of the Oregon Master Gardener™ Association (OMGA) shall operate, in cooperation with the OSU Horticulture Agent for the Metro Area:

- 1.1 Assist with Extension Service responsibilities to provide home horticulture information to the public.
- 1.2 Encourage and provide OSU Master Gardener™ continuing education opportunities.
- 1.3 Develop and maintain appropriate Chapter involvement in community partnerships and public service projects.
- 1.4 Offer Chapter meetings and programs for the benefit of members and the general public.
- 1.5 Award scholarships for post-secondary education in the fields of horticulture and plant sciences on the basis of scholastic merit and need.
- 1.6 Raise funds and seek contributions in-kind for the support of the above activities.

**Article II: Organization**

- 2.1 The governing body of the Chapter is the Board of Directors consisting of the officers, and directors as defined in Article IV. The Board shall conduct day-to-day Chapter business and submit any actions requiring member approval at the next scheduled Chapter meeting.

**Article III: Members**

- 3.1 Classes and Voting: There shall be three classes of members, this in accordance with OMGA bylaws:
  - 3.1.1 Active, Honorary and Associate. Membership in the Washington County Chapter of OMGA is an acknowledgement by the member that he or she willingly adheres to OSU home horticulture standards when acting as a Master Gardener.
- 3.2 Active Member: Anyone completing Master Gardener formal training is qualified to be an Active Member upon payment of dues. Active members shall be entitled to all Chapter privileges and are eligible to vote and hold office.
- 3.3 Honorary Member: Honorary Members automatically include the Extension Staff engaged in the Home Horticulture Master Gardener program and others by Board approval as noted in the Standing Rules. Honorary Members are exempt from payment of dues, and may not vote or hold office.

- 3.4 Associate Member: Associate Members are persons who further the objectives of the Master Gardener program. Associate Members shall pay dues. Associate Members may not vote or hold office.

#### **Article IV: Officers, and Directors,**

- 4.1 The Board shall consist of Officers of the Chapter (President, Vice-President, Recording Secretary, Treasurer, and seven Directors as noted in section 4.5.
- 4.1.1 The Past-president shall be an ex-officio member of the Board in an advisory capacity, as a non-voting, member of the Board. In all other aspects, the Past President has the same rights as other committee members but is not obligated to attend Board meetings.
- 4.1.2 Board members shall carry out duties and responsibilities as noted in WCMGA position descriptions. At their discretion, Board members may form committees and appoint members to assist in carrying out assigned duties as appropriate.
- 4.2 The **President** shall preside at Chapter and Board meetings; shall appoint all committee chairs, subject to approval by the Board and is an ex-officio member of all committees except the Board Nominations Committee.
- 4.3 The **Vice-President** shall stand-in for the President when the President is not available. If the President resigns or is otherwise unable to complete the duties of office, the Vice-President shall perform the duties of the President for the unexpired term and shall appoint his/her own successor subject to approval by the Board.
- 4.4 The **Recording Secretary** shall keep the minutes of the Chapter and Board meetings and the calendar of events. In the absence of the President and Vice President, the Recording Secretary shall assume the duties of the President.
- 4.5 The **Treasurer** shall have custody of Chapter funds and shall keep an accurate account of receipts and disbursements in books belonging to the Chapter. The Treasurer shall submit a full financial report at the December Chapter meeting. The Treasurer may serve without bond.
- 4.5.1 The Past Treasurer shall be an ex-officio member of the Board in an advisory capacity, as a non-voting, member of the Board. In all other aspects, the Past Treasurer has the same rights as other committee members but is not obligated to attend Board meetings.
- 4.6 There shall be seven **Director positions: Position 1** Business, **Position 2** Program, **Position 3** Publicity, **Position 4** Fundraising; **Position 5** Chapter Relations; **Position 6** Communications; **Position 7** OMGA Representative
- 4.7 Terms of office shall begin at the close of the December Chapter meeting and continue for two years or until their successors are elected. The positions shall be staggered as specified in Standing Rules.
- 4.8 A member shall not serve more than two consecutive terms in the same office. A member appointed to fill an unexpired term of an officer is eligible for election to the same office or any other office at the expiration of the appointed term. Such completion of an unfulfilled term shall not be considered to be a part of the two consecutive term restrictions.
- 4.9 Chapter Officers and Directors may be removed from office because of unfulfilled duties, lack of support for the program, or repeated absence from Chapter or Executive Board meetings. Removal for cause shall be at the recommendation of the Executive Board and shall require a two-thirds majority of the members voting.

### **Article V: Standing Committees**

Standing Committees are Budget, Board Nominations, Audit, Program, Publicity, Fundraising, and Chapter Relations.

- 5.1 Elected Directors shall chair the committees as stated in paragraph 4.6 herein.
- 5.2 The Budget committee shall be chaired by the Treasurer, the Board Nominations committee by the Vice President and, the Audit Committee by the Business Manager.
- 5.3 The President shall appoint all other committee chairs subject to approval by the Board. Each chair shall select an adequate number of committee members to complete the task(s) at hand. Ad Hoc committees may be appointed at the discretion of the President with the approval of the Executive Board.

### **Article VI: Meetings**

- 6.1 Chapter meetings shall be held 10 times a year, as is stated in the Standing Rules.
  - 6.1.1 Chapter meetings may be held in-person or by using electronic media.
  - 6.1.2 The President may call special Chapter meetings. Members shall be notified in advance of meetings. When a special meeting is called, members shall be provided with the reasons for calling the meeting.
  - 6.1.3 A quorum for Chapter meetings shall be required to conduct all Chapter business. A quorum for a Chapter meeting shall consist of the members participating in the Chapter meeting.
- 6.2 Board meetings shall be held 11 times a year, as is stated in the Standing Rules.
  - 6.2.1 A Quorum for Board meetings shall be required to conduct all business. A quorum for Board meetings shall be a simple majority of the members of the Board.
  - 6.2.2 Special Board meetings may be called by the President. or at the request of six members of the Board. The Board shall determine time and date of Board meetings.
  - 6.2.3 Members of the Board shall be notified in advance of meetings; and, when a special meeting is called, members shall be provided with an agenda specifying the reasons for calling the meeting.
- 6.3 Meetings are open to all Master Gardeners. Visitors are welcome at all meetings.

### **Article VII: Elections**

A Board Nominations Committee, chaired by the Vice President, shall be appointed by the President. The Board Nominations Committee shall submit a slate of candidates to the membership at the dates stated in the Standing Rules. The slate shall consist of the Chapter officers, and directors. Additional nominations may be made by the membership.

- 7.1 Candidates shall be elected by a majority of members voting according to procedures that include virtual options as stated in the Standing Rules.
- 7.2 If a vacancy occurs in an elected position before the expiration of the term, the President shall appoint a replacement, subject to approval by the Board of Directors.
- 7.3 In cases of an unforeseen, unanticipated, or uncontrollable situation, the Board of Directors may reschedule elections in a reasonable period of time not to exceed 12 months.

### **Article VIII: Annual Budget**

- 8.1 A proposed annual budget for the upcoming fiscal year will be prepared by the Treasurer and submitted to the Board for review, comment and approval, at the dates stated in the Standing Rules.
- 8.2 The annual budget proposed by the Board of Directors shall be submitted to the members for review, comment, and approval, at the dates stated in the Standing Rules.
- 8.3 The Treasurer may submit supplements to the Board on budgeted and unbudgeted items for the current fiscal year as needed.
  - 8.3.1 If the requested funds are equal to or less than the guidelines in the Standing Rules, they can be approved by the Board subject to the availability of funds.
  - 8.3.2 If the requested funds exceed the guidelines in the Standing Rules, and moneys are available, approval must be given by a majority members participating in the next Chapter meeting.

### **Article IX: Miscellaneous**

- 9.1 Voting by members on issues including but not limited to bylaws, elections, and budget shall be conducted according to procedures that include virtual options as stated in the Standing Rules.
- 9.2 These Bylaws may be revised or amended by a vote of at least two-thirds of the members responding.
  - 9.2.1 Any proposed revisions to the bylaws shall be submitted to the members not less than 2 weeks prior to a vote.
  - 9.2.2 Changes to these Bylaws become effective at the time of approval by the members.
- 9.3 The Board shall receive and manage financial gifts, property and other donations on behalf of the Chapter.
9. No discrimination in any aspects of the Master Gardener™ Association shall be allowed for sex, race, color, age, sexual preference, creed, or national origin.
- 9.5 All service shall be voluntary without remuneration, except pre-approved reimbursement may be made to members for appropriate out-of-pocket expenses upon presentation of verifying receipts to the Treasurer.

### **Article X: Dissolution of the Washington County Master Gardener™ Association**

In the event the Washington County Chapter ceases to function and dissolves itself, all assets after the obligations and expenses of the Chapter have been satisfied shall be transferred to the Oregon State University Foundation, which is tax-exempt, on behalf of the Oregon Master Gardener™ Program Endowment fund.

In no event shall any of the assets be distributed to any organization, which doesn't qualify as exempt under Section 501 (C) (3) of the Internal Revenue Code of 1954, or its corresponding future provisions.