

# Jackson County Master Gardener Association

## BYLAWS

### ARTICLE I. BOARD OF DIRECTORS

Section 1. General Powers. The governing body of the Association is the Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the association including but not limited to the setting of fees for membership and other JCMGA activities.

Section 2. Membership. The Board has three categories of membership.

- a. Those who are elected: President, President-Elect, Treasurer, Assistant Treasurer, Recording Secretary, Membership Secretary, Archivist, OMGA Representative, and five Members-at-Large. The President-Elect shall normally become the President and therefore will not appear on the ballot for re-election. If the President-Elect is unable to become President, then a President will be elected.
- b. Those selected as representatives of the following working groups:

Communications Working Group  
 Community Outreach Working Group  
 Fundraising Working Group  
 Gardens Working Group  
 Member Services Working Group  
 Spring Garden Fair Working Group  
 Winter Dreams Summer Gardens Working Group

These Working Groups may elect chairs or co-chairs and may send any one nominated representative to the Board, subject to Board approval. The representative

shall have voting privileges. If the working group representative already serves as a Board member in another capacity they would have only one vote. In the absence of the representative Board member a proxy may represent the Working Group and have voting privileges.

- c. Additional Board members are Immediate Past President, OSU JCMG Program Coordinator, and Student Representative.

Section 3. Executive Committee. To facilitate activities of the Board and this Association, an Executive Committee shall be formed to include the President, President-Elect, Past President, and Treasurer. Three additional Board members shall be appointed by the President, and shall not serve for more than two (2) consecutive years. This committee shall act as needed on behalf of the Board between regular Board meetings in accordance with Robert's Rules of Order (current edition). An accounting of actions taken by this committee shall be fully disclosed at the next Board meeting.

Section 4. Terms of Office. The term of office for the President and therefore the President-Elect and Past President shall be one year. Other elected Board members may serve longer terms subject to re-election. Selected Board members shall serve at the pleasure of their respective Association Working Groups, subject to confirmation by the Board.

Section 5. President. Duties of the President shall be to provide leadership to the Association, preside over all meetings of the Board, appoint members to committees as needed, ensure that financial reports are made on time and perform duties normally deferred to the President. The President is an ex-officio member of all committees.

Section 6. President-Elect. Duties of the President-Elect shall be to support the President, preside over all meetings of the Board in the absence of the President and chair various committees. The President-Elect is an ex-officio member of all committees.

Section 7. Immediate Past President. The duties of the Immediate Past President shall include serving as advisor to the Board and Parliamentarian.

Section 8. Recording Secretary. The Recording Secretary shall keep a record of Board meetings and other activities of the Association, report minutes of Board meetings, write general correspondence for the Board and the Association at large, and assist in the election process.

Section 9. Membership Secretary. The Membership Secretary shall maintain the official JCMGA membership list, publish the annual directory, maintain liaison with OMGA to ensure a current member list, mail the annual reminders for dues to the members and report the results to the Board and oversee and implement a secure election process.

Section 10. Treasurer. The Treasurer shall have the responsibility for safekeeping of all funds and assets of the Association. Other duties include:

- a. Act as chair of the Budget Committee;
- b. Responsible for timely financial bookkeeping and accounting operations of the Association in accordance with the budget approved by the Board;
- c. Responsible for the Association's funds, accurate and complete financial records, and internal control processes using acceptable accounting standards;
- d. Provide monthly financial reports to the Board;

- e. Prepare an annual budget;
- f. File all required financial statements with OMGA;
- g. Facilitate an annual, independent audit.

Section 11. Assistant Treasurer. The Assistant Treasurer shall support and aid the Treasurer and serve as a member of the Budget Committee.

Section 12. Archivist. The Archivist shall maintain the document archives and provide oversight and management of archival documentation.

Section 13. OMGA Representative. The Representative (or Alternate Representative) serves as a board member of OMGA and shall report activities of the JCMGA Chapter and act on all matters on behalf of the JCMGA Chapter. A report on OMGA meetings shall be given in writing to the JCMGA Board.

Section 14. OSU JCMG Program Coordinator. The individual responsible for the Jackson County OSU Master Gardener Program acts as liaison to the Association and shall be an ex-officio member of and an advisor to the JCMGA Board.

Section 15. Members-at-Large. Members-at-Large are elected by the membership and shall perform such duties as may be required by the Board. A member at large shall be approved by the Board at the January meeting to be the alternate OMGA representative.

Section 16. Student Representative. One student representative from the current Master Gardener class shall be elected by the current Master Gardener class and appointed by the President in March.

Section 17. Absences. Any Board member missing two consecutive meetings without reasonable excuse for

the absence may be subject to removal by Board action. A two-thirds vote is required for removal following previous notice. Members unable to attend a Board meeting will notify the President or another officer prior to the meeting.

## ARTICLE II. MEETINGS

Section 1. Annual Meeting. The Board shall hold an annual meeting of the membership in conjunction with a meeting of the Board in June of each year.

Section 2. Board Meetings. All Board meetings shall be conducted according to Robert's Rules of Order.

Section 3. Other Meetings. Other meetings of the Association at large may be held for conducting business, continuing education in gardening, furthering the OSU extension program and other topics related to the activities of the organization. The public may be invited to general education/information meetings.

Section 4. Quorum. Before a meeting of the Board is called to order for the purpose of conducting business the President (or Recording Secretary) shall determine if a quorum is present. A quorum is a majority of the Board members. A quorum at other association meetings is a majority of the membership of that body.

Section 5. Voting. Amending the bylaws, removing a member from office, or removing an Association member from membership requires previous notice and an affirmative vote by two-thirds of those present at a subsequent meeting of the Board. (See Articles of Association paragraph 6)

Section 6. Open Meeting Policy. All regular meetings of the

Board of Directors are open to all active members and all are encouraged to attend and participate in the discussion. With the exception of the Executive, Nominating and Scholarship committees, all association Working Groups and committee meetings are subject to this policy.

### ARTICLE III. ELECTION OF BOARD MEMBERS

Section 1. Nominating Committee. The President-Elect shall chair the Nominating Committee. Four other active members from the Association membership shall be elected to the Nominating Committee at the June Board meeting.

Section 2. Nominations from the Membership. The President-Elect shall communicate to the active membership a notice requesting:

- a. members to volunteer to serve on the Board, and/or,
- b. nominations for candidates to serve on the Board for the ensuing year.

The notice shall be placed in the July “Garden Beet” and sent out electronically. Written nominations addressed to the Nominating Committee shall be returned electronically to the President-Elect, or in person, or by mail, to the Master Gardener office no later than September 1.

Section 3. Nominees. The Nominating Committee shall confirm that the members who volunteer, or are nominated for elected positions, are eligible and willing to serve. These names are then listed on the proposed election ballot that shall be prepared by the committee.

Section 4. Confirmation by the Board. The Chair of the Nominating Committee will announce the proposed

candidates for office at the September Board meeting. The President shall ask the Board to approve the nominees and the ballot.

Section 5. Ballots. The Membership Secretary will send the ballots to all active members by mail or electronically with notice that write-in nominations will be considered for all positions. Members who use paper ballots shall return them to the Master Gardener office no later than two days prior to the November Board meeting. Returned ballots shall be placed in a secure ballot box.

Section 6. Tellers. The Membership Secretary, Recording Secretary, and a third teller appointed by the President at the October Board meeting, shall tally the votes. The Membership Secretary will read the tellers' report at the November Board meeting. The President will announce the results of the election.

Candidates receiving the most votes shall be considered elected and assume their Board duties on the following January 1.

Section 7. Unfilled Positions. If there is no nominee for a position at the time the ballots are sent, and votes are received for write-in candidates, and if these candidates have not received a majority of the votes cast, they are not automatically elected. The President shall recommend an individual to fill the position and present the name to the Board. A majority vote of the Board shall be required to fill the position.

Section 8. Vacancies. Board members including those who resign before assuming office or during their term, and those removed by vote of the Board shall be replaced at the recommendation of the President and with the approval of the Board by individuals who

are eligible and willing to serve the remainder of the term.

## ARTICLE IV. WORKING GROUPS AND COMMITTEES

Section 1. Working Groups: To organize, facilitate, and implement activities of the Board and this Association, there are established Working Groups with assigned areas of responsibility. Within each Working Group there may be committees and teams to perform specific, related functions. Working Groups report to the Board through their nominated representatives, who are approved at the November Board meeting to take office as of January 1.

Section 2. Budget Committee. A Budget Committee, chaired by the Treasurer, shall be formed and meet prior to the start of a fiscal year to prepare a proposed budget for the coming year.

Section 3. Bylaws Committee. The Bylaws Committee is responsible for reviewing and updating the Bylaws and Policies and Motions of JCMGA, subject to Board approval. The chair of the committee and additional members shall be appointed by the President and confirmed by the Board.

Section 4. Awards Committee: The Awards Committee is chaired by the President-Elect. The committee shall solicit and select nominees for state and local awards.

Section 5. Other Committees: Special committees may be appointed by the President as needed.

Section 6. Board Committee Terms: The terms of all Board committees and committee members end with the calendar year and must be reappointed by the President the following year.



## ARTICLE V. FINANCE

Section 1. The Budget Committee shall be made up of the President, President-Elect, Treasurer, Assistant Treasurer, and other Association members appointed by the President. The Treasurer shall preside over the Budget Committee meeting(s).

Section 2. The Budget Committee shall meet for the purpose of preparing a proposed budget for the upcoming year. The Association fiscal year is the calendar year.

Section 3. The Budget Committee shall make available to each Board member-elect a proposed budget for the coming year at least two weeks prior to the January Board meeting. The proposed budget shall identify all anticipated income and expense, formatted as required for financial reporting by OMGA. Each line item shall be expanded to explicit sub-items where practical.

Section 4. The Treasurer shall present the Committee's proposed budget to the Association's Board of Directors for approval at the January Board meeting. If not approved the budget will be referred to the Budget Committee for revisions and reconsideration by the Board.

Section 5. Expenditures over budgeted amounts must be approved by the Board.

Section 6. The Treasurer or the Assistant Treasurer shall be authorized to disburse funds to meet expenditures of the approved budget or as approved by the Board.

Section 7. Checks written for over \$1,000 must have two authorized signatures by the President or President-Elect, and Treasurer or Assistant Treasurer.

Section 8. The President shall sign all contracts between the Association and other organizations. In the absence of the

President, the President-Elect is authorized to sign.

Section 9. The auditor is appointed by the President and approved by the Board. This auditor shall conduct an audit on an annual basis and report the results to the Board. The auditor does not sit on the Board.

## ARTICLE VI. AMENDMENTS

These bylaws may be amended and new bylaws adopted at any regular meeting of the Board by a two-thirds vote of the Board members present. Prior to the adoption of the amendment(s), all Board members shall be given notice at the previous regular meeting of the Board that the proposed amendment(s) is considered. Once a proposed amendment is approved and incorporated, a copy shall be forwarded to the OMGA Treasurer.

(Bylaws Last Reviewed: February 2020)

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