

BYLAWS

MASTER GARDENER FOUNDATION OF BENTON-FRANKLIN COUNTY

November 9, 2020

I. NAME AND LOCATION

Section 1. The name of the corporation shall be: "Master Gardener Foundation of Benton-Franklin County." The location and chief place of business shall be in Benton-Franklin Counties, State of Washington. This organization shall be an independent chapter of the Master Gardener Foundation of Washington State.

II. PURPOSES

Section 1. The Foundation's purposes are solely educational and charitable in furtherance of the Master Gardener Program in the counties of Benton and Franklin, without the inclusion of any purpose or intention of carrying on any business, trade, avocation, or profession for profit. Without limitation as to the generality of the foregoing, the following purposes are specifically stated.

1. To enhance and supplement the effort of the Washington State University (WSU) Master Gardener Program and thereby to provide education and information on horticulture to the citizens of Benton and Franklin Counties.
2. To raise funds to be used to supplement and enhance the Master Gardener Program of the WSU Extension Program in Benton Franklin Counties.
3. To facilitate an exchange of ideas and information among members of this WSU Extension chapter and to the public through educational programming, training, seminars, and events.

III. MEMBERSHIP

Section 1. All individuals taking part in the Master Gardener Program will be given the opportunity to join the Master Gardener Foundation.

Section 2. For Master Gardeners who opt to join the Foundation, there shall be four classes of membership: active, inactive, honorary, and emeritus.

1. Active Master Gardener Membership: Any individual who has successfully qualified as a Master Gardener in good standing in the WSU Master Gardener Program, and/or any individual enrolled in the Master Gardener Program for the current year.

2. Inactive Master Gardener Membership: Any individual who has successfully qualified as a Master Gardener in the WSU Master Gardener Program who is not currently active in the veteran classification of the Master Gardener Program, but who elects to remain a member of the Foundation.
3. Honorary Membership: Extension Agents and staff working with the WSU Master Gardener Program may be granted honorary membership. Other persons who enrich the objectives of the WSU Master Gardener Program may also be granted honorary membership.
4. Emeritus Membership: Emeritus membership status may only be conferred on special volunteers at the discretion of the Extension Educator or Program Coordinator. Those volunteers who have provided exemplary service to the program; or who have given a minimum of 500 total hours of service; or who have actively participated in the Master Gardener Program for 10 years or more qualify to be honored with the title of Master Gardener Emeritus when they are no longer able to participate in the program as active Master Gardeners.
5. Active and Inactive Master Gardener Membership and Emeritus Membership shall be entitled to vote and hold office.

IV. OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. The duties of the officers shall be such as are usually imposed upon officers as defined in the current version of Robert's Rules of Order Newly Revised and others as may be assigned to them by the membership.

Section 3. Elected officers, or their representatives, may also serve as representatives to the State Board of Directors of the Master Gardener Foundation of Washington State. If a State Board representative is elected an officer of the State Board, that person will continue to be a State Board representative as long as he/she serves as a State Board officer. The county officers shall decide among themselves who will be the other State Board representative. The remaining county officers shall serve as alternates.

Section 4. The officers shall be elected at the annual meeting of members in November to serve for terms of one year or until successors are elected. Their terms of office shall begin at the close of the annual meeting at which they are elected.

V. MEETINGS

Section 1. The annual meeting of the membership shall be held during the month of November. It shall be the duty of the secretary to give about thirty days' notice to all members of the annual meeting.

Section 2. A minimum of three regular meetings of the membership shall be held each calendar year in addition to the annual meeting in November, or more frequently as determined by the Board of Directors.

Section 3. Special meetings may be called by the President or by notification of the membership.

VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall include the elected officers, the immediate past president, and two elected At-Large directors. The immediate past president shall be an ex-officio, voting member of the Board of Directors. The At-Large directors shall be voting members of the Board.

Section 2. The two At-Large directors shall be elected at the annual Foundation meeting in November to serve for a term of two year.

Section 3. A single Board of Directors (hereinafter "the Board" shall govern overall policy and direction of the Foundation affairs. The Board shall have full power and authority granted under the laws of the State of Washington, including, but not limited to, the power to:

- a) Receive funds on behalf of the Foundation. Contributions or gifts that are deemed inconsistent with Foundation general or special purposes may be declined.
- b) Administer funds and other assets of the Foundation.
- c) Manage and conduct the affairs and business of the Foundation and generally do and perform or cause to be performed any and every act which the Foundation may lawfully do and perform.

Section 4. The Board of Directors must fulfill fiduciary duties described as the Duty of Care, Duty of Loyalty, and Duty of Obedience:

1. Duty of Care: A director is expected to have a level of competence described as exercising the "care of an ordinarily prudent person in like position" under similar circumstances. That means a director must exercise reasonable care when making a decision as a board member, using diligence and independent judgment.
2. Duty of Loyalty: A director should act in the best interest of the organization, putting the organization before self-interest. This is particularly important where there is the potential for personal gain and often arises when there is a conflict of interest. The board shall sign a Conflict of Interest policy.

3. Duty of Obedience: A director must make sure that the organization is in compliance with local, state, and federal laws and is staying true to its mission.

Section 5. All Foundation officers with the authority to administer funds, such as the President, Vice President, and Treasurer, and the Steering Committee Treasurer and Assistant Treasurer shall be bonded.

Section 6. The Foundation shall purchase Directors and Officers insurance.

Section 7. The Board of Directors shall meet a minimum of four times a year to conduct the affairs of the corporation between meetings of the membership. Board of Directors meetings shall be open to the membership.

Section 8. The Board of Directors may accept on behalf of the corporation any contribution or gift for general purposes or any special purpose of the corporation.

Section 9. The Board of Directors shall have the power and authority to receive and administer funds and other assets of the corporation, adopt policies to govern all aspects of the Foundation, and establish a process for legally binding contracts and agreements.

Section 10. The Board of Directors shall keep minutes and records of all its proceedings. The records and minutes shall be available to members at all times.

Section 11. If a member of the Board of Directors is unable to attend a meeting, that member may use electronic media that provide for simultaneous aural communications to determine a quorum and to participate in deliberations and voting after announcing their presence to the presiding officer.

Section 12. To conduct routine administrative business between Board meetings, the President may call for a vote of all Board members using electronic media providing the matter is fully explained, there is an opportunity for collective deliberation, and a quorum participates in voting.

VII. FINANCES

Section 1. Funds may be solicited for purposes approved by the membership. Funds may be solicited for stated purposes of the corporation. The membership shall approve only such purposes as are not in conflict with the stated purposes of the corporation.

Section 2. Contributions to the Foundation may be received for either regular general program activities, or special needs dedicated/restricted for specific programs, or both. The Foundation shall use the contributions in accordance with the donors' requirements, and may be received and disbursed immediately or over a period of time.

Section 3. All contributions are to be deposited with either the Foundation Treasurer or the Steering Committee Treasurer. All contributions to and disbursements from the Foundation

shall be recorded by the Treasurer. The Foundation Treasurer will prepare a current statement of funds for presentation to the Foundation Board at all regularly scheduled board meetings and membership at each regularly scheduled meeting.

Section 4. Expenses for an accounting year shall not exceed funds available to pay them that year.

Section 5. The Board of Directors shall, prior to the end of each accounting year, (October 31st) prepare an itemized statement of the proposed operating expenses and budget for the following next accounting year. This budget shall be approved at the annual Foundation meeting in November. During an accounting year the Board of Directors may make changes to any unrestricted line items as circumstances dictate without the vote of the membership as long as the change does not (1) increase the approved annual budget and (2) funds are available. The membership shall be notified at the next regular meeting of the changes.

Section 6. Restricted funds may only be spent for the designated purposes unless the donor(s) and the Board of Directors agree otherwise.

VIII. COMMITTEES

Section 1. The Board of Directors shall appoint a Nominating Committee of three members at least thirty days prior to the annual meeting. The Nominating Committee shall prepare a list of candidates for office for presentation at the annual meeting.

Section 2. The Board of Directors shall appoint an Internal Audit Committee of two members at the annual meeting. The Internal Audit Committee shall review the financial records of the previous fiscal year and provide a report of their review to the members at the next regularly scheduled meeting of the Foundation.

Section 3. The Board shall oversee a Demonstration Garden Committee to construct and maintain the Master Gardener Demonstration Garden (Demonstration Garden) on City of Kennewick land. The garden is to be a continuing community project developed to serve as an outdoor classroom and used for horticultural applied research.

Section 4. The Board shall oversee a Food Gardening Committee to assist with community gardens, and help gardeners to grow their own food and/or provide food to those in need.

Section 5. The Board of Directors may establish and/or appoint other committees as necessary to meet the Foundation purposes. The Board may develop policy documents for the established committees to guide their efforts.

IX. TERMS OF OFFICE

Section 1. Officers and directors shall be elected to a minimum term of one year.

Section 2. Treasurer position shall be elected to two year term.

Section 3. At-large directors shall be elected to two year term on alternating years for each of the two positions.

Section 4. The Board of Directors may appoint members to fill vacancies of offices which may occur during the year. The appointed officers shall serve until the next election.

X. QUORUM

Section 1. A majority of the Board of Directors shall constitute a quorum to conduct business at Board of Directors meetings.

Section 2. At any meeting of the members, a minimum of fifteen members and at least three elected board members shall constitute a quorum for the transaction of business.

XI. PARLIMENTARY AUTHORITY

Section 1. Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the Foundation may adopt.

XII. AMENDMENTS

Section 1. These bylaws may be altered, amended, or repealed and new bylaws adopted by at least two-thirds of the members present at any regular, special, or annual meeting, if at least seven days' notice is given to all members of intention to alter, amend, or repeal or adopt new bylaws at such meeting.

XIII. DISSOLUTION

Section 1. Upon dissolution of the Foundation or the winding up of its affairs, the assets of the corporation shall be distributed to the WSU Master Gardener Program, Benton-Franklin Counties, Washington, or to such nonprofit scientific or educational horticultural organizations as the membership may select, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

APPROVED: November 9, 2020

Dennis Fife, President