

**BYLAWS OF THE  
MASTER GARDENER FOUNDATION OF  
THURSTON COUNTY**

**ARTICLE I**

NAME AND LOCATION

The name of the Corporation shall be the Master Gardener Foundation of Thurston County. The location and chief place of business shall be in Thurston County, Washington.

**ARTICLE II**

MEMBERSHIP

2.1. Qualifications for Membership.

The membership of the Corporation shall consist of persons who are interested in supporting the purposes and goals of the Master Gardener Foundation of Thurston County, who elect to become members and have paid the requisite membership dues. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.2. Member Classifications.

Member classifications shall be as follows: Individual, Associate, Business or Corporate and Honorary.

2.2.1. Individual members shall consist of Master Gardeners, Master Gardener trainees, Master Recycler Composters and Master Recycler Composter trainees who elect to become members and pay the requisite dues. Individual members may vote, hold elective office and participate in all of the activities of the Corporation.

2.2.2. Associate members shall consist of persons not specified in Section 2.2.1 who are interested in supporting the purposes and goals of the Master Gardener Foundation of Thurston County, who elect to become members and pay the requisite dues. Associate members may vote, hold elective office and participate in all activities of the Corporation except those activities which require the participants be a Master Gardener or Master Recycler Composter.

2.2.3. Business or Corporate members shall consist of entities or organizations who are interested in supporting the purposes and goals of the Master Gardener Foundation of Thurston County, elect to become members and pay the

requisite dues. Business and corporate members may vote and hold elective office.

- 2.2.4. Honorary members shall consist of persons selected by the Board of Directors of the Corporation because of outstanding or special service to the Master Gardener Foundation of Thurston County. The Foundation board may also designate trainees as honorary members during the first year of their training period. Honorary members may not vote or hold elective office.

### **ARTICLE III**

#### **DUES**

- 3.1. Annual Dues for membership.

Annual dues for membership shall be set by the Foundation Board after evaluating the Foundation's financial situation. The Foundation board shall give notice of any increase in dues to the Foundation members no later than November 15 for increases to be effective beginning the following calendar year.

- 3.2. New Member dues.

Dues for new members are payable with the application for membership. However, for those applying for membership between July 1 and December 31, the dues for that year will be reduced by half.

- 3.3. Continuing member dues.

For continuing members, dues are payable annually by January 31 and become delinquent if not paid within 30 days. Members whose dues are delinquent will be dropped from the membership list and will no longer be entitled to vote.

- 3.4. Honorary members are not required to pay dues.

- 3.5. This Article shall become effective for dues owed for calendar year 2016.

### **ARTICLE IV**

#### **VOTING RIGHTS**

Each member entitled to vote with respect to the subject matter of an Issue submitted to the members shall be entitled to one vote upon each such issue.

Each member entitled to vote at an election of Officers/Directors may cast one vote for as many persons as there are Officers/Directors to be elected and for whose election such member has a right to vote.

## **ARTICLE V**

### **MEETINGS**

#### **5.1. Annual Meeting.**

The annual meeting of the members shall be held in the month of December each year for the purpose of electing the Directors/Officers of the Corporation and transacting such other business as may properly come before the meeting.

#### **5.2. Special Meetings.**

The President, the Board, or not less than 10% of the members entitled to vote at such meeting may call special meetings of the members for any purpose.

#### **5.3. Place of Meetings.**

The meetings shall be held at such place within Thurston County, Washington, as designated by the Board, or by the members entitled to call a meeting of the members.

#### **5.4. Notice of Meetings.**

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, not less than 10 nor more than 40 days before the meeting, written notice of the membership meeting by electronic mail (unless a member has specifically notified the foundation that notice must be sent through the U.S. Post Office), stating the place, date and time of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 10% of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of the members to be held at such date, time and place as the Secretary may fix, not less than 10 nor more than 40 days after receipt of such notice. If the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may set the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the office government mail, with postage prepaid, properly addressed to the member at his or her address as it appears in the records of the Corporation.

5.5. Quorum.

At any duly held meeting of the members of the Corporation, ten percent (10%) of the members who are entitled to vote shall be sufficient to constitute a quorum for the transaction of business. A simple majority of the members present who are entitled to vote is necessary to approve a motion.

**ARTICLE VI**

**BOARD OF DIRECTORS**

6.1. Board of Directors.

The Board of Directors shall consist of the duly elected or appointed Officers of the Corporation. The number and makeup of the Directors of the Corporation may be changed from time to time by amendment of these Bylaws.

The members of the Board of Directors must be members of the Corporation, as defined in Article II of these Bylaws.

6.2. Powers.

The Board of Directors shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Corporation. Such powers shall include the following:

- 6.2.1. On behalf of the Corporation, the Board may receive and administer funds and other assets.
- 6.2.2. With the consent of the Corporation, the Board shall have power to sell or dispose of the whole or any part of property, either real or personal, which the Corporation may own.
- 6.2.3. The Board shall serve in an advisory capacity to the Thurston County Master Gardener Program of Washington State University Extension and the Thurston County Master Recycler Composter Program.
- 6.2.4. The Board shall have the authority to enter into such agreements, with Thurston County Master Gardener Program of the Washington State University Extension as is deemed by the Board to be in the best interest of the Corporation and the Thurston County Master Gardener Program of Washington State University Extension.

6.2.5. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

6.3. Terms of Office.

Unless a Director dies, resigns or is removed, the terms of office shall be as specified below:

The elected Directors/Officers shall serve for periods as specified in Article VII.

6.4. Voting.

All elected and appointed Officers are able to cast votes at meetings.

6.5. Removal of Directors

A Director may be removed from office, at a meeting of the elected Directors/Officers called expressly for that purpose, by a vote of two-thirds of the elected Directors/Officers.

6.6. Vacancies

A vacancy in the position of any Director may be filled by a majority vote of the remaining elected Directors/Officers. The new Director will serve for the unexpired term of his or her predecessor on the Board.

6.7. Regular Meetings.

The Board shall determine the date, time and place for holding of regular meetings of the Board.

6.8. Special Meetings.

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix the date, time, place and or method of the meeting.

6.9. Quorum.

A quorum of the Board shall consist of no less than half of the members of the Board. If less than a quorum is present at any meeting of the Board, the members present may adjourn the meeting.

## ARTICLE VII

### OFFICERS

#### 7.1. Officers.

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, State Representative to the Master Gardener Foundation of Washington State, Member-at-Large, Past President, President Elect, and Treasurer Elect.

#### 7.2. Terms of Office.

Each Officer shall serve a two-year term, with the exception of the President, who shall serve one year as President Elect, two years as President, and one year as Past President. In addition, the position of Treasurer Elect will be filled for one year as needed. Except for the President who may serve only one term, each Officer may serve up to two consecutive terms.

If an officer serving their first term on the Board determines that they wish to run for President Elect, then the Board of Directors may appoint, or the membership may elect, a successor to hold office for the unexpired term of the position which will become vacant.

Once an officer has served the maximum number of terms, they must take one year sabbatical before running for office.

The terms for President Elect, Vice President, Treasurer Elect, State Representative and Member-at-Large shall begin in even years. The terms for President, Past President, Secretary and Treasurer shall begin in odd years.

#### 7.3. Duties and Powers of Officers.

7.3.1. **President.** The President shall be the chief executive officer of the Corporation and subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the members and the Board. In general, the President shall perform all of the duties incident to the office of President.

7.3.2. **President Elect.** The President Elect shall be in training for one year in preparation for taking the office of President. In the event of death, resignation or incapacity of the President, the President Elect shall take over the duties of the Vice President. In addition, the President Elect shall perform the entire duties incident to the office of President Elect including chairing of the Nominations Committee, or as may be assigned by the President or Board.

- 7.3.3. Past President. The Past President shall serve for one year after the President Elect takes the office of President, with the duties of maintaining historical context and guiding the President as appropriate. In addition, the Past President shall perform all of the duties incident to the office of Past President including chairing of the Nominations Committee, or as may be assigned by the President or Board.
- 7.3.4. Vice President. In the event of death, resignation, or incapacity of the President, the Vice President shall perform the duties of the President to the end of the term or until the President Elect is due to take office, whichever is less. In addition, the Vice President may preside over meetings of the members or the Board in the President's absence. In addition, the Vice President shall perform all of the duties incident to the office of Vice President, or as may be assigned by the President or Board.
- 7.3.5. Secretary. The Secretary shall keep minutes of the meetings of the members and the Board; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; act as custodian of the corporate records of the Corporation; and perform all of the duties incident to the office of Secretary or as may be assigned by the President or Board.
- 7.3.6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit monies in the name of the Corporation in banks, trust companies or other depositories as selected by the Board or in accordance with the provisions of these Bylaws; keep records of the payment of dues and fees by the members; and perform all of the duties incident to the office of Treasurer or as may be assigned by the President or Board.
- 7.3.7. Treasurer Elect. The Treasurer Elect shall be in training for one year in preparation for taking the office of Treasurer. The Treasurer Elect shall perform all of the duties incident to the office of Treasurer Elect, or as may be assigned by the President or Board.
- 7.3.8. State Representative to the Master Gardener Foundation of Washington State. The State Representative shall represent the Master Gardener Foundation of Thurston County at State Foundation meetings and perform all of the duties incident to the office of State Representative, or as may be assigned by the President or Board.

7.3.9. Member-at-Large. The Member-at-Large shall represent the interests of the general membership. As such, the Member-at-Large serves as a liaison between the Board and the membership and also serves on committees, and may conduct projects. In addition, the Member-at-Large shall perform all of the duties incident to the office of Member-at-Large, or as may be assigned by the President or Board.

7.4. Nomination and Election of Officers.

7.4.1. Nominations Committee. The President Elect or Past President, with the concurrence of the other Board members, shall appoint a temporary Nominations Committee. The purpose of the committee is to nominate one or more members of the Corporation for each office on the Board to be filled for the upcoming year. Individuals nominated by the committee must be members of the Corporation as defined in Article II of these Bylaws. The Nominations Committee shall contact the persons they wish to nominate for each office prior to submission of their names to the Board to confirm that the nominees are willing and able to run for the office they are being nominated for. The Nominations committee is to report its nominations in writing to the President no later than the November Board meeting. Upon submission of the report, the Nominations committee will be dissolved.

7.4.2. Time of elections. As provided in Article V, election of officers shall be held at the annual meeting.

7.4.3. Notice of Elections. The names of the known nominees shall be announced to the membership in the newsletter or via message sent prior to the annual meeting.

7.4.4. Procedures for Elections. At the election of officers, nominations may be made from the floor provided the consent of each nominee has been secured. Only members in good standing, who are present, may vote. There shall be no voting by proxy.

If there are no contested offices, elections shall be held without requirement of written ballots. If there is only one nominee for an office, voting may be by voice vote. If there are contested offices, written ballots shall be provided to members at the time of the annual meeting, completed by members in attendance and tallied prior to the conclusion of the meeting. The candidates receiving the highest number of votes shall be elected.

The terms of office shall commence as of January 1 and continue until successors are elected and take office.

## **ARTICLE VIII**

### **COMMITTEES**

The Board shall appoint such committees as necessary to conduct business of the Corporation. Said committees shall report directly to the Board.

## **ARTICLE IX**

### **ADMINISTRATIVE PROVISIONS**

#### **9.1. Books and Records.**

The Corporation shall keep at its registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time for inspection by any member. The books and records will be retained for at least ten years, although any end-of-year financial statements, tax returns, audit reports, expired insurance reports and important correspondence must be kept indefinitely.

Each year, the Treasurer shall arrange an audit or independent financial review of the financial records of the Corporation and provide the results of such audit or review to the Board no later than April 1.

The custodian of the records shall be the Secretary of the Corporation.

#### **9.2. Parliamentary Authority.**

The rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board, shall govern the Corporation.

## **ARTICLE X.**

### **AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted. As per Article 5.5, ten percent (10%) of the members who are entitled to vote shall be sufficient to constitute a quorum for the transaction of business. A simple majority of the members present who are entitled to vote is necessary to approve a motion at a duly held general or special meeting, if at least 30 days written or electronic notice (where documented that electronic notice is acceptable to the member) is given to all members of the intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

Amendments to Articles II, III, VII, and X were approved by the Board on April 14, 2015  
Adopted by the Membership on June 16, 2015

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Secretary