Bylaws of

Madison County Master Gardeners

Proposal for adoption on November 1, 2018

**Article I – Name**

The name of this organization shall be **Madison County Master Gardeners** (MCMG).

**Article II – Purpose**

The purpose of the organization shall be to increase the availability of horticultural information for its members and the community at large. The organization will provide the opportunity to participate in projects and activities which through horticulture will enhance the quality of life of the residents of Madison County, Tennessee as well as the communities where members reside. Such projects and

activities shall follow the guidelines of MCMG as well as the Tennessee Extension Master Gardener Program Volunteer Handbook.

**Article III – Restrictions**

1. No member shall use the title **Madison County** **Master Gardener** to benefit themselves in any commercial endeavor or for material gain.
2. The organization shall not intervene in or participate in any campaign on behalf of any candidate for public office.

**Article IV – Term of Existence of the Association**

1. The organization shall have a perpetual existence, but may be reorganized or have the form of its organization changed in compliance with these Bylaws.
2. All MCMG business, including, but not limited to, dues, certification, re-certification, and officer/director terms, will be on a calendar year basis.

**Article V – Membership**

1. Eligibility for Madison County Master Gardener membership shall be by the successful completion of the TN Extension Master Gardener training class and acquiring the necessary volunteer and educational hours as laid out in the state TEMG Guidelines, resulting in the title of **Master Gardener** conferred upon them by University of Tennessee Extension.
2. Active MCMG Membership is maintained by:

a. Payment of membership dues annually.

b. Annual completion of the service and/or educational hours required by TEMG.

c. Additional requirements as deemed necessary by the Board.

1. Persons who have successfully completed the Master Gardener program in another Tennessee county or state and were members in good standing, may petition for immediate membership (see TMG Volunteer Handbook for Out-of- State Policy).
2. Master Gardener trainees are not required to pay membership dues. They are not eligible to vote or to hold office.
3. Honorary Membership may be granted to a person who has extended extraordinary assistance to the organization and is not eligible for membership. Any MCMG may nominate a candidate for Honorary Membership. The final vote will be by the Board of Directors. Honorary Master Gardeners shall have all the rights and privileges of Madison County Master Gardeners except they shall not have the right to vote or hold office. Honorary members are not required to pay membership dues.
4. Emeritus Status may be conferred upon a member who has achieved Lifetime TEMG status and has extenuating circumstances which prevent them from maintaining an active membership.

**Article VI – Powers of the Organization**

Madison County Master Gardeners shall have the following powers:

1. To collect, receive, fundraise, hold, manage, invest and expend dues, donations, & profits consistent with the purposes of the organization.
2. To incorporate as a nonprofit corporation.
3. To perform all other lawful powers, deeds and acts consistent with the purposes of the organization.

**Article VII – Management of MCMG**

1. The business affairs of the organization shall be managed by the Board of Directors.
2. No board member or other member of MCMG shall make or cause to be made any statement directly or indirectly reflecting or tending to reflect the position, views, or opinion of MCMG unless such statement is in the form of a written resolution adopted at a regular meeting by a majority vote of those members present and voting .
3. Nothing herein shall restrict or prevent any Board member or other member from announcing any meeting, project, event, or activity which is consistent with the purposes of the Association.

**Article VIII –Membership Meetings**

1. Meetings shall be held monthly on the first Thursday, except in July and December.
2. An Annual Meeting shall be held at the last regularly scheduled meeting of the year (usually in November). The Annual meeting will include the election of the Board of Directors and an annual report by the current Board.
3. A quorum shall consist of active members present at any regularly scheduled monthly meeting of which five must be MCMG Board members.

**Article IX – Board of Directors**

1. **The Board of Directors shall consist of nine (9) voting members** of the organization including the **five (5) elected officers**: President, Vice-President/Projects, Vice-President/Programs, Secretary and Treasurer, and **four (4) directors elected at large**. Board members shall be expected to attend regularly scheduled board meetings. A quorum is required for any vote taken by the board. A quorum shall consist of five members of the Board of Directors.
2. The MCMG Webmaster and Newsletter Editor shall be eligible to attend board meetings.
3. The Madison County Extension Agent shall serve the Board of Directors in an advisory capacity with no voting privileges.
4. Time served in each office shall not exceed two (2) consecutive terms with the **exception of** **Secretary and Treasurer who shall have no limitation on the number of terms served**. Each term of office shall be as follows:

-President One Year -Secretary One Year

-Vice-President/Programs One Year -Treasurer One Year

-Vice-President/Projects One Year -Directors-at-Large Two Years

1. A slate of nominees for the Board of Directors will be chosen by the Nominating Committee and voted upon by the membership during the last regularly scheduled meeting of the calendar year. The Nominating Committee will be appointed by the President and approved by the Board of Directors. The President will appoint a minimum of three MCMG members to serve on the Nominating Committee. Nominations from the floor may be made during the election process. Only those offices with additional nominations will be voted upon individually.
2. Members of the Board of Directors will be installed at a regularly scheduled general membership meeting to coincide with the beginning of the new calendar year.
3. All nominees for the Board of Directors must be Active MCMG in good standing.
4. Members of MCMG may attend Board of Directors meetings with prior notification to the board.
5. In the event that a vacancy occurs on the Board of Directors, prior to the completion of a designated term, such vacancy shall be filled for the remainder of the term by a member approved by a majority vote of the Board of Directors. A vacancy filled for one year or less will not count toward the term limitations.

**Article X – Duties of Officers and Directors**

1. **The President:**
2. Shall be the presiding officer at all of the MCMG monthly meetings.
3. Shall set the agenda and preside at a monthly Board meeting.
4. Shall appoint special committees and chairpersons of committees as needed.
5. Shall serve as liaison to the community and to County and State Extension.
6. Shall secure a location for the monthly meeting.
7. Shall write a letter for the monthly newsletter.
8. **The Vice President/Programs:**
9. Shall be responsible for securing monthly programs and introducing the presenter to the membership. He or she will coordinate equipment needs with Extension and oversee the payment of fees and/or covered expenses of the program provider.
10. Shall coordinate open houses, garden tours, excursions and other activities with the help of the President and of the Board.
11. Shall assume the duties of the President in the absence of the President.
12. **The Vice President/Projects:**
13. Shall operate under the direction of the President and County Extension Agent to ensure that all active projects have a chairperson.
14. Shall be responsible for maintaining a list of active projects and recruit chairpersons as needed.
15. Shall report to the Board as well as to the membership via newsletter, website and /or at monthly meetings on the needs and activities of current projects.
16. Shall inform the Board of the status of projects and of vacancies of chairpersons.
17. Shall assist membership in presenting proposed projects to the Board for consideration.
18. **The Secretary:**
19. Shall keep minutes of the Association and Board of Directors meetings.
20. Shall keep a current list of members’ names and addresses, including certified members as well as trainees.
21. Shall work in cooperation with the newsletter editor.
22. Shall keep attendance records of MCMG and Board of Directors meetings.
23. **The Treasurer:**
24. Shall be responsible for the collection, receiving, holding, managing, investing and expending of monies of the organization which include, but are not limited to dues, monies earned through MCMG participation in fund-raising activities, and monies from gifts.
25. Shall pay all legitimate obligations of the organization in a timely manner, in cooperation with the County Extension Agent. All expenditures & investments shall be approved by the Board of Directors.
26. Shall make an annual report to the membership at the last monthly meeting of the year.
27. Shall file the annual reports required by the University of Tennessee.
28. **Directors at Large**
29. Shall serve as an advisor to the board as representatives of the general membership and assume duties and responsibilities deemed necessary by the Board of Directors.
30. Shall serve on committees as appointed by the President.

**Article XI – Dues**

Amount of dues shall be recommended by the Board of Directors. Any change shall be approved by

a majority vote of the membership at the Annual Meeting for the following year. Dues are concurrent with the calendar year.

**Article XII – Amendments**

The procedure for amending these Bylaws shall be as follows:

1. Any proposed amendment to these Bylaws shall be reduced to writing, in resolution form, and presented at a general membership meeting one month prior to a vote being taken on proposed amendments.
2. A copy of the resolution of the proposed amendment, in its entirety, shall be made available a minimum of four weeks prior to the vote.
3. These Bylaws shall be amended by a two-thirds vote of the members present and voting at any monthly meeting subject to the limitation set forth herein.