



# Dodge County Master Gardener Association By-Laws

## Article I Name and Location

The name of the organization shall be: Dodge County Master Gardener Association hereafter referred to as the Association. The mailing address shall be:

UW-Cooperative Extension Service  
Administrative Building  
127 East Oak Street  
Juneau, Wisconsin 53039

## Article II Purpose

- A. The primary purpose of this Association is to provide horticultural education to supplement the effort of the University of Wisconsin-Madison Division of Extension Program, hereinafter referred to as Extension, and thereby provide education and information on horticulture to the residents of Dodge County and surrounding area without the inclusion of any purpose or intention of carrying on any business, trade, avocation, or profession for profit. The UW-Extension agent with horticulture responsibilities will advise and help direct the focus of the organization in keeping with the objectives of UW-Extension.
- B. The educational purposes are within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Association is a Non-stock Corporation legally registered in Wisconsin.

## Article III Membership

Section 1. Membership in the Association consists of the following categories:

- A. Voting Members
  1. Certified Master Gardener Volunteers – those persons certified by Extension who have met annual continuing education, service, and any other requirements by Extension for maintenance of certification as a Master Gardener Volunteer (MGV).

2. Intern Master Gardener Volunteers – those persons who are in the process of completing Extension requirements for certification as an MGV.
3. Exempt Master Gardener Volunteers – those persons who have been Certified MGVs who have been unable to complete minimum service and continuing education hours and who have requested exempt status from Extension.

Section 2. Each voting member shall be entitled to cast one vote at any election or on any subject at any regular, annual, or special meeting of the members.

Section 3. The annual dues for the Dodge County Master Gardener Association will be set by the membership and are payable at the time of applying for membership and thereafter on December 15 of each year.

#### **Article IV Meetings of Members**

Section 1. The annual meeting of the members of the Association shall be held at a time and place agreed upon by the Board of Directors. It shall be the duty of the President to give ten days' notice, in person or by mail, to all members, of the annual business meeting, or any special or regular meeting.

Section 2. Regular Association meetings will be held as designated by the Board of Directors. The Association year runs January through December.

Section 3. Each voting member will be entitled to cast one vote at any election or on any motion at these meetings. A motion or election will be passed by a majority of the voting members present. Non-voting members may attend meetings and participate in discussions but shall have no voting rights and shall not have the right to make or second motions.

Section 4. The conduct of all meetings of members shall be governed by the provisions of Roberts Rules of Order, Newly Revised.

Section 5. At any meeting of the members of the Association, members present shall be sufficient to constitute a quorum for the transaction of business, and a majority of the votes of such quorum shall be sufficient to elect Directors.

#### **Article V Board of Directors**

Section 1. All members of the Board of Directors must be voting members of the Association and in good standing. Good standing is accomplished by completing the Criminal Background Check (CBC), Mandated Reporter Training (MRT), and the yearly training and service requirements by Extension for maintenance of certification as a Master Gardener Volunteer and any other requirements set by Extension. The Board of Directors will consist of not less than five (5) and no more than seven (7) Directors.

Section 2. The Board of Directors will elect from among themselves four (4) officers to include President, Vice President, Secretary, and Treasurer.

Section 3. The term of the Directors shall be two (2) years with a limit of two (2) consecutive terms. At the first meeting for the election of Directors, three (3) Directors will be elected for a two (2) year term, and two (2) Directors will be elected for a one (1) year term. From then on, at each annual meeting, Directors will be elected for two (2) year terms. Each newly elected Board member will begin his or her term immediately following elections.

Section 4. Any Board member who does not meet the requirements set forth in these By-Laws can be removed by a majority vote of the Board of Directors present at any meeting.

Section 5. In case of vacancy on the Board of Directors, the remaining Directors may elect a successor to serve the unexpired portion of the term.

Section 6. The Dodge County UW-Extension Agent is an ex-officio member of the Board of Directors. This position does not hold voting rights.

## **Article VI Officers**

Section 1. The duties of the President, Vice President, Secretary, and Treasurer will be those as usually imposed on such officials of associations, and as are required by law, and such as may be assigned to them respectively by the Board of Directors or the membership.

Section 2. The President will preside at all meetings of the Association and of the Board of Directors; facilitate committee appointments; and generally, supervise the activities of the Association. The President shall give notice of all meetings to the membership as required in these By-Laws.

Section 3. The Vice President shall perform the duties of the President in the event of the President's absence. The Vice President will perform duties assigned by the President or the Board of Directors.

Section 4. The Secretary will keep written records of membership, meetings (including Board of Director's meetings), and attendance. The secretary will maintain historical records of the Association including newsletters.

Section 5. The Treasurer will receive, disburse, and keep account of all monies, as approved at meetings of the Association and Directors; report on the financial condition of the Association at meetings; and assist in the development of an annual budget. The Treasurer shall see that all funds are deposited in such banks as designated by the Board of Directors.

Section 6. Checks on the bank account of the Association will be signed by one of two officers as the Board of Directors appoints.

## **Article VII Committees**

Section 1. The Board of Directors will form committees on a yearly basis. A board member will serve on each committee.

## **Article VIII Finances**

Section 1. Funds may be solicited for purposes previously approved by the Board of Directors. The Board shall approve only such purposes as are not in conflict with the stated purpose of the Association.

Section 2. Upon the dissolution of this Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Association, dispose of all of its assets exclusively for the purposes of this Association to such association or organization organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization (s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future US. Internal Revenue law) as the Board of Directors shall determine with the assets to be used for horticultural endeavors for educational purposes.

Section 3. At the end of each accounting year, the audit committee, appointed by the Board of Directors, will make an audit of the finances.

Section 4. The fiscal year of the Association shall commence January 1 and terminate on December 31.

## **Article IX Amendments**

Section 1. These By-Laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds majority vote of the membership present at any Association meeting if at least thirty (30) days written notice signed by the President or Secretary is given to all members of the Association of intention to alter, amend, or repeal, or adopt new by-laws at such meeting.

Section 2. No provision shall be made for proxy voting.

*Amended 1/2021  
Amended 5/2020  
Amended 4/2017  
Amended 5/2014  
Amended 4/2010*