

GEORGIA MASTER GARDENER ASSOCIATION, INC.

BYLAWS

ARTICLE I

NAME

The name of this organization shall be the “Georgia Master Gardener Association, Inc.,” hereafter referred to as “GMGA” or “the Association.”

ARTICLE II

PURPOSE / MISSION STATEMENT

Section 1. The purpose of the Association is to provide its membership and the public with information on environmentally responsible gardening practices and to operate in cooperation with the University of Georgia College of Agriculture and Environmental Science and its Cooperative Extension.

The Association is an educational organization whose detailed functions include:

- a. Increase individual master gardeners’ knowledge, continuing educational opportunities, interest, appreciation and enjoyment of gardening and related horticultural activities.
- b. Provide opportunities for Association members to share information, knowledge and expertise with others who have similar horticultural interests.
- c. Support the public outreach programs of the University of Georgia College of Education Cooperative Extension and assist their mission through Association programs, by communicating current horticultural research information, practices and techniques and the support of speakers, tours, meetings, publications and related activities.

Section 2. GMGA is organized for (i) educational, (ii) scientific purposes, (iii) making charitable distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3. The Association is not organized for profit and shall not have any capital stock or employees. The policies of the Association shall not reflect any political partisanship or any preference, discriminations or limitations based upon age, gender, race, sexual preference, or religious affiliation

ARTICLE III MEMBERSHIP

Section 1. The Association's fiscal year begins January 1st. Dues for each class of membership will be established by the Board and are due and payable in January.

Section 2. Any certified master gardener who has completed the training course and has served 50 hours of volunteer time is eligible for GMGA membership and member benefits, including the right to vote on matters brought before the Association. Master gardener trainees are eligible for a non-voting membership after completion of the training course and prior to completion of 50 hours of volunteer service. Only GMGA members in good standing are eligible to hold office.

Section 3. Any individual showing an interest in the furtherance and continuation of the Master Gardener Program may become a "Friend of Georgia Master Gardeners" upon application and payment of dues. This is a limited membership category without voting or office holding privileges.

Section 4. A permanent membership shall be awarded to the outgoing President by the Board of Directors in recognition for service to the organization. This is a lifetime recognition allowing the past President to pay dues each year at their discretion.

Section 5. An Honorary GMGA membership may be awarded to distinguished individuals by the Board of Directors. This is a lifetime appointment without voting or office holding privileges.

Section 6. GMGA members shall not use membership within the Association to further the manufacture, distribution, promotion or sale of any material, products or services for personal or material gain. Members agree upon joining that the information contained in the GMGA Member Directory shall only be used for Association business.

Section 7. Members in the special category of "*vendors or industry suppliers*" agree to abide by the specific agreement contract between them and the Association.

Section 8. The Board of Directors of GMGA shall have the right and discretion to refuse membership in GMGA at any time, for any reason, and without advance notice.

ARTICLE IV MEETINGS

Section 1. The Association shall conduct a general membership meeting each Fall. The date and location of the meeting shall be determined by the Board of Directors. Additional meetings shall be at the discretion of the Board.

Section 2. The Board shall meet at least four (4) times a year. The President may call special meetings of the Board should circumstance dictate.

ARTICLE V FUNDS

Section 1. The funds of the Association shall be collected and expended by the Treasurer in accordance with directions provided by the Board or by the Executive Committee. The Board will receive a quarterly financial update from the Treasurer. The EOY Financial Report will be made available to the membership in early January. A budget for the upcoming year shall be published with the January Board minutes.

Section 2. **Indebtedness.** The Executive Committee is solely responsible for incurring any indebtedness on behalf of the Association and for negotiating contracts and agreements on behalf of the Association. No individual or group of members shall incur any indebtedness in the name of the Association.

Section 3. **Project Grants.** An annual amount is budgeted and is set aside to be dispersed, according to guidelines approved by the Board, through a Project Grant Committee.

Section 4. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, except that the Association shall authorize and empower the payment of reasonable compensation for the furtherance of the Association Purpose. See Section 5 next item.

Section 5. **Outsourced services with fee attributed:** The website is currently managed by an outside company whose contract is renewable annually and available for review upon request.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The University of Georgia Department of Agriculture and Environmental Sciences and Cooperative Extension shall designate a liaison to advise, confer, assist and meet with the Board as an ex-officio member.

Section 2 The voting members of the Board of Directors of the Association, hereafter referred to as “the Board,” shall consist of the President, President Elect, Past President, Vice President Communications, Vice President – Education, Vice President – Grants, Vice President – Membership, the Treasurer, the Recording Secretary, and District Directors. The actual number of District Directors seated shall be dependent upon the state distribution of Association members as determined by the Board.

Section 3. **District Directors** shall be elected for two-year terms and are eligible for reelection to serve no more than four consecutive terms. One half of the District Directors shall be elected each year. Irrespective of the Board position(s) held, a voting member may not serve for more than eight consecutive years.

Section 4. **Local Representatives.** A single representative shall be selected by each active MGEV group with assistance from their District Director and will typically, but not necessarily be drawn from the local group’s leadership. The term of office shall be two years, beginning in January following their selection. Local MGEV groups may represent one or more counties. The mission of the Local Representative is to serve as a communications and advisory liaison between the local MGEV group and the District Director and shall have no vote. A District Director may simultaneously serve as a Local Representative as warranted.

Section 5. **The Executive Committee** shall conduct the business of the Association in the intervals between scheduled meetings of the Board. The Executive Committee vote may be taken in person, by telephone, mail or e-mail. The Executive Committee shall be comprised of: The President, President Elect, Past President, all Vice Presidents, the Treasurer, and the Recording Secretary. The President shall report Executive Committee actions to the Board at the next scheduled Board meeting and the actions shall be noted in the official minutes of the next meeting.

Section 6. **President and Officers.** All officers shall be elected for a two-year term and may serve succeeding terms up to eight consecutive years, except the President Elect who shall serve for one year.

Section 7. **Vacancies** that occur on the Board following the membership meeting shall be filled by Presidential appointment with the advice and consent of the Board.

Section 8. **Indemnification:** The Association shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, any individual made a party to a proceeding because such individual is or was a Director of the Association, against liability incurred in the

proceedings, if such individual acted in a manner such individual believed, in good faith, to be in or not opposed to the best interests of the association. In the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful.

ARTICLE VII VOTING AND AMENDMENTS

Section 1. **Election of Board Officers and District Directors** The slate of Board Officers and District Directors and any other Association business will be presented to the GMGA Membership and voted on in the Fall. If no meeting is scheduled then a ballot will be distributed.

Section 2. **Quorum** The Board shall meet at least four (4) times a year. The President may call special meetings of the Board should circumstance dictate. A quorum must be established before a vote can be taken. A quorum shall be more than half of the voting members of the filled positions of the Board. Between meetings, Board members may vote by e-mail. While absentee ballots by proxy are not allowed, members who are not present may vote and be counted to establish a quorum provided they are linked to the meeting electronically, enabling them to participate in proceedings.

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Section 3. Amendments to the Articles of Incorporation or the Bylaws of the Association shall be presented to the Board by the Bylaws Committee. A copy of the proposed amendments shall be communicated and available to all members of the Board of Directors at least two weeks prior to a scheduled vote. Approval of amendments shall require a quorum present at a regular Board meeting or by majority e-mail vote. A change shall be effective upon an affirmative vote of the Board of Directors or as directed by legal authority. Changes shall be published to notify the general membership by inclusion on the GMGA website under 'bylaws.'

ARTICLE VIII DISSOLUTION

Section 1. Dissolution of the Association shall be in accordance with the Georgia Non-Profit Corporation Code, Title 14-3-1404.1

Section 2. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or shall be distributed to the state or local government for a public horticultural use purpose.

Bylaws approved by Board vote November 3, 2022

Bylaws change Article III, Section 7 vote April 23, 2015

Bylaws change Article VI, Section 2 vote by email March 2, 2018

Bylaws change Article VI, Section 2, 4, 5 April 2020

Bylaws change Article VI, Section 4 vote by email Nov 3, 2022

Bylaws change Article VII Section 3 vote by email Nov 3, 2022