

## Sheboygan County Master Gardener Association By-laws

### **Article I – Name and Location**

The name of the organization shall be: Sheboygan County Master Gardener Association. Its location and chief place of business shall be:

UW Green Bay – Sheboygan Campus  
Extension Sheboygan County  
5 University Drive  
Sheboygan, WI 53081

### **Article II – Purpose**

The purpose of Sheboygan County Master Gardener Association is:

- To serve the needs of local communities and gardeners in Sheboygan County by providing research-based horticultural information and educational opportunities.
- To promote understanding of responsible gardening practices.
- To develop and increase horticultural knowledge for all members, thereby providing effective horticultural resources and expertise for Sheboygan County residents and surrounding areas.
- To provide educational programs supporting environmentally sound horticultural practices and to promote environmental stewardship.
- To operate as an independent organization.
- To provide opportunities for members to gather together to share gardening information in a social setting.

### **Article III – Membership**

Sec. 1 Any adult can participate in the Sheboygan County Master Gardener Association.

Sec. 2 Membership is open to:

- A. Credentialed Wisconsin Extension Master Gardeners, following the state guidelines for participation levels outlined at <https://mastergardener.extension.wisc.edu/report-your-hours/> which includes Honored Members; OR
- B. Former Master Gardeners who have previously completed training for the Wisconsin Master Gardener Program; OR
- C. New gardeners, who complete a suitable garden training program which has been approved by the Board; OR
- D. Experienced gardeners who are willing to share their expertise.

- Sec. 3 Individuals do not need to be a resident of Sheboygan County to become a member of the Sheboygan County Master Gardener Association.
- Sec. 4 Members shall pay annual dues. Membership dues shall be determined by the Board of Directors and sent to the Treasurer at the time of application for membership and thereafter by January 31<sup>st</sup> of each year.
- Sec. 5 There is an expectation that all members will complete 10 hours of continuing education per year. It is suggested that all members complete 10 hours of volunteer service per year on approved Sheboygan County Master Gardener Association projects, educational opportunities, or committees.
- Sec. 6 Members shall adhere to the following Code of Conduct, which includes:
- Act with integrity and honesty.
  - Comply with the Association’s policies and training.
  - Respect and listen to other volunteers, staff, Project Associates, and the general public.
  - Treat everyone fairly without discrimination or harassment.
  - Protect the confidentiality and privacy of the Association and its members.
  - Practice safe gardening techniques so as not to harm yourself or others.
- Sec. 7 Members who fail to meet all membership requirements, as stated above, may be subject to review and/or termination of membership in the Sheboygan County Master Gardener Association.

#### **Article IV – Meeting of Members**

- Sec. 1 The annual meeting of the members of the Association shall be held during the 9<sup>th</sup> or 10<sup>th</sup> month of each year at a time and place established by the Board of Directors, at which time the Board of Directors shall be chosen from among the members. It shall be the duty of the Board of Directors to give at least thirty (30) days written notice of the Annual Meeting to all members by email.
- Sec. 2 At least three additional meetings of the membership shall be held each year.
- Sec. 3 **Special Meetings:** The president may call a special meeting of the organization upon giving notice to the members, specifying the purpose of the special meeting.
- Sec. 4 **Quorum:** A quorum of a member meeting shall be ten percent of the membership.
- Sec. 5 Each member is entitled to one vote on each question.

Sec. 6 **Order of Business:**

a) The order of business at annual meetings, and so far, as applicable at other meetings of the members, shall be substantially as follows:

- 1) Call to order
- 2) Secretary Report
- 3) Approval of minutes from last Annual Meeting
- 4) Treasurer Report
- 5) Annual Treasurer's Report
- 6) Appropriate correspondence
- 7) Reports of officers and committees
- 8) Election of directors (Annual Meeting)
- 9) Unfinished business
- 10) New business
- 11) Adjournment
- 12) Educational program

b) **Rules of Order:**

Meetings of members and of the Board of Directors shall be conducted according to Roberts Rules of Order (Revised) except as otherwise provided in these by-laws.

**Article V – Board of Directors**

Sec.1 The Board of Directors of the Association shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Association.

All powers of the Association except those specifically granted or reserved to the members by law, or these by-laws, shall be vested in the Board of Directors.

Sec. 2 The Board of Directors shall have the power to adopt these by-laws as operational until the first Association Meeting, at which time the by-laws will be adopted by the Association.

Sec. 3 **Qualifications:** Any adult member in good standing may be elected as a director for any term. Subsequent terms shall qualify according to Section 5 of this by-law.

Sec. 4 **Number:** There shall be at least (5) directors elected from the membership to serve as directors of the organization.

Sec. 5 **Elections:**

- a) At the first Annual Meeting of members, two (2) directors shall be elected for a three-year term, two (2) directors for a two-year term, and one (1) director for a one-year term, and from then on at each annual meeting, directors will be elected for terms of two years each for those whose terms have expired. To fill a vacancy occurring before the end of the term, the directors shall appoint a member to fill the vacancy until the next annual meeting when the membership shall elect a director to fill the remainder of the term for that directorship.
- b) Members shall elect directors by ballot. The Nominating Committee shall be the current directors. Additional nominations may be made from the floor. Absent nominees must agree to being nominated prior to election.
- c) A director shall be retired when they have served two consecutive two-year terms as a director. After a director is retired one year or more, that person shall be eligible for re-election or appointments to the Board of Directors.

Sec. 6 **Board Meetings:**

- a) **Time:** The directors shall hold their Annual Meeting as soon as possible after their annual membership meeting. The president may call additional meetings at any time and shall do so upon the demand of a majority of directors.
- b) **Quorum:** A majority of the voting directors shall be a quorum at a board meeting.

Sec. 7 **Action Without Meeting:** Any action required or permitted by the by-laws or any provision of authority to be taken by an officer or director may be taken without a meeting when:

- 1) Action required does not involve money, and
- 2) Verbal consent, setting forth the action required is given by the president, or in the president's absence the vice president. Action involving money can be approved verbally or in writing by a majority of the directors, but must include the treasurer.

Sec. 8 Regular meetings of the Board of Directors shall be held at such times and places as the Board, by resolution, shall appoint. Special meetings may be called by the President or a majority of the Board.

Sec. 9 The Board of Directors shall keep minutes and records of all its proceedings and of committees acting under its authority. It shall at all times have available for the

annual meeting of members and special meetings thereof a list of the names and addresses of the members entitled to vote at such meetings.

Sec. 10 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or any special purpose of the Association.

Sec. 11 The Board of Directors shall have power and authority to receive and administer funds and other assets, and to represent the interests of the Sheboygan County Master Gardener Association.

## **Article VI – Officers and Duties**

### **Sec.1 *Election of Officers:***

- a) The Directors, following the annual membership meeting, shall elect from their number a President, Vice-President, Secretary and Treasurer; each for a term of one year. An officer may be re-elected to this post for as many terms as allowed within the terms of office as a director.
- b) ***Method of Election:*** Directors shall elect officers by ballot. A nominating ballot shall be taken on which each director may write the name of one nominee for the officer being elected. If none of the nominees have a clear majority on the nominating ballot, the chairman may declare the two high as candidates for a second ballot.
- c) ***Officer Vacancy:*** The directors shall elect any eligible member as an officer to the unexpired term for which there is a vacancy.
- d) ***Minutes:*** Shall be taken of the Board Meeting by the secretary and kept on file and available to all directors. Minutes of board proceedings may be read by the secretary at the next regular membership meeting.

### **Sec. 2 *Duties of Officers:***

- a) ***President:*** The principal duties of the president shall be to preside at all meetings of the membership and of the Board of Directors, schedule special meetings as needed, determine the agenda for meetings with input from the Board of Directors, and to have a general supervision of the affairs of the organization. The president shall sign all certificates, contracts and legal instruments, except financial affairs of the organization that are assigned to the treasurer.

- b) **Vice President:** The principal duties of the vice-president shall be to discharge the duties of the president in that person's absence or disability. The vice-president shall also be the second signature on the Association's bank account and will request an audit of the treasurer's Annual Report.
- c) **Secretary:** The principal duties of the secretary shall be to keep minutes of the meetings of the membership and Board of Directors, and report such minutes when called upon by the president. The secretary shall maintain records of minutes and proceedings of this organization, as any books, documents, records and correspondence of the organization. The secretary shall normally be in charge of the correspondence not directly executed by the president. The secretary shall hold all meeting minutes for seven (7) years prior to the current year.
- d) **Treasurer:** The principal duties of the treasurer shall be to receive, keep and account for all monies, dues, credits and property of the organization which shall come into the treasurer's hands, to keep an accurate account of such, pay bills, and report such accounts to the membership and directors when requested, including an Annual Treasurer's Report presented at the annual meeting and subject to audit prior to the annual meeting. The treasurer will develop an annual operating budget with input from the Board of Directors. The treasurer shall hold all financial statements and annual audits for seven (7) years prior to the current year.

Sec. 3 **Payments:** All checks, bills of exchange and other instruments calling for payment of money belonging to the organization shall be signed by the Treasurer.

### **Article VII – Capital Structure**

The Board of Directors shall determine the amount of membership dues and subsequent changes will take affect after the Annual Meeting.

### **Article VIII – Audits**

Sec. 1 At the close of each fiscal year or such time as determined by the Board of Directors, the books and accounts of the organization shall be carefully examined by an Audit Committee and findings reported to the membership at the annual meeting.

Sec. 2 The Audit Committee shall be appointed by the president to be made up of one officer, other than the treasurer, and one additional Board member.

**Article IX – Amendments of By-laws**

Sec. 1 By-laws may be adopted, amended, or repealed by a majority vote of attending membership at any regular meeting of the membership.

Sec. 2 The Board of Directors may not alter or repeal any by-laws adopted by the members without membership approval.

**Article X – Fiscal Year**

The fiscal year of this organization shall end on December 31<sup>st</sup> of each year.

**Article XI – Committees**

Committees that are needed to carry on the organization’s work, shall be appointed by the Board.

**Article XII – Dissolution**

Upon the dissolution of the Sheboygan County Master Gardener Association, the Board of Directors shall, after paying for or making provisions for the payment of all of the Association’s liabilities, dispose of all of its assets. These assets shall go to such Sheboygan County horticultural organizations recommended by the Board and approved by the membership.

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These by-laws were presented to and approved by the Sheboygan County Master Gardener Association membership at a special meeting of organization held December 14, 2022 .

Revised 10-19-23 – Article III, Section 6 added; Article III, Section 7 added