

**SKAGIT COUNTY**  
**MASTER GARDENER FOUNDATION BYLAWS**

Revised November 2018

**ARTICLE I – NAME**

The name of this organization shall be the “Skagit County Master Gardener Foundation” (also referred to as SCMGF or the Foundation). The SCMGF shall be located at its chief place of business in Skagit County. Its mailing address shall be P.O. Box 2801, Mount Vernon, WA 98273. This Foundation's term of existence will be perpetual.

**ARTICLE II – PURPOSE**

The purpose of this organization is solely for educational and charitable reasons:

Section 1. To enhance and supplement the efforts of the Washington State University Master Gardener program and thereby provide education and information on home horticulture to the citizens of the State of Washington; specifically to Skagit County.

Section 2. To raise funds to be used in support of Article II, Section 1.

Section 3. To facilitate an exchange of ideas and information among individual members of this organization, Washington State University Extension, and the Master Gardener Foundation of Washington State.

Section 4. To operate the WSU Skagit County Extension Master Gardener Discovery Garden in accordance with WSU Contract No. 16283 signed by the SCMGF and Washington State University (also referred to as WSU) in 2006.

Section 5. To do what is necessary to accomplish the purposes enumerated above, provided that no part of the activities of the organization shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation, nor for the gain of any private individual, officer, or member.

Section 6. This organization shall be governed exclusively for the forgoing Sections and the assets shall not be used contrary to Internal Revenue Code 501(c)(3). The Nonprofit Corporation Articles of Incorporation shall be a part of the bylaws. In the event of any conflict of interpretation, the aforementioned articles shall prevail.

**ARTICLE III – MEMBERSHIP**

Section 1. Any person who has successfully completed the initial Master Gardener training program is eligible. To remain eligible for membership, the active Master Gardener qualifications must be met. Active is defined as meeting the minimum volunteer service time as specified by the WSU Skagit County Extension Horticulture Agent.

Section 2. Any person eligible under the terms of Section 1 may become a member, with voting privileges, upon payment of their annual dues, if at any time dues are assessed, by recording in writing their agreement to become a member.

Section 3. The Secretary shall have the responsibility of tracking the status of all members and turning over all dues to the Treasurer.

**ARTICLE IV – BOARD OF DIRECTORS**

Section 1. This Board shall consist of a minimum of nine and up to twelve elected members, and other ex-officio members as specified below in Section 7. The elected members are voting members of the Board. The ex-officio members are non-voting members of the Board.

Section 2. The Master Gardener Foundation membership will elect members whose terms will be three years to the Board of Directors. An exception is made for an officer who is elected in his/her third year of directorship. If this be the case, he/she will complete the two-year term as an officer. Directors may be re-elected for consecutive terms.

Section 3. The office of President will be structured in a three-year rotation with the first year as President-Elect, the second year as President, and the third year as Past President. The Secretary and Treasurer of this Foundation shall be elected every two years by the Board.

Section 4. The Board shall elect the following officers as per Section 3.

- President
- President-Elect
- Past President
- Secretary
- Treasurer

Section 5. The primary purpose of this Board is to establish policy and oversee the performance of the SCMGF and determine long-range goals. The Board also serves in an advisory capacity to the WSU Skagit County Horticulture Agent and to the WSU Skagit County Master Gardener Program Coordinator.

Section 6. Any Board member who is not current with his/her dues shall be removed from office and a new member, determined by a special election of the eligible voting SCMGF members, shall be selected.

Section 7. The WSU Skagit County Horticulture Agent and the WSU Skagit County Master Gardener Program Coordinator shall be ex-officio members.

Section 8. The Board shall annually appoint an audit committee to confirm the accuracy of the financial report made each year by the Treasurer.

Section 9. The Board shall annually appoint a State Master Gardener Foundation representative from the SCMGF. That person, if not already on the Board, shall serve as an ex-officio member.

Section 10. The Board shall approve the yearly budget and provide copies thereof to the SCMGF members at an annual all-member meeting.

Section 11. As part of the requirements of a Nonprofit Corporation, the Treasurer shall serve as Registered Agent in the State of Washington. He/she will accept Service of Process in the name of the corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of his/her resignation, or any change in the Registered Office address of the Corporation.

Section 12. The Board may annually appoint Standing Committees to manage the ongoing programs and projects of the SCMGF; chairpersons shall be appointed by the Board, and all Foundation members shall be eligible to serve.

## **ARTICLE V – OFFICERS**

Section 1. The duties of the President, President-Elect, Past President, Secretary and Treasurer shall be such as are usually imposed on such officials of a corporation, and as are required by law, and as such as may be assigned to them respectively by the Board of Directors.

Section 2. All dispersal of funds over \$500 shall be by check, requiring the signature of two of the officers.

## **ARTICLE VI – MEETINGS**

Section 1. At least one meeting, open to all members, shall be held each year.

Section 2. At least two meetings of the Board shall be held each quarter of the year.

Section 3. All SCMGF meetings will be conducted according to Robert's Rules of Order manual of parliamentary procedure.

## **ARTICLE VII – QUORUM AND VOTING**

Section 1. One quarter of voting members, including a majority of the officers and Board, shall constitute a quorum for the Article VI, Section 1 meetings.

Section 2. A majority of the Board members shall constitute a quorum for the Article VI, Section 2 meetings.

Section 3. A majority of the votes of above quorums are sufficient to transact business.

Section 4. Voting by electronic transmission at SCMGF Board meetings: A vote may be cast by mail or by electronic transmission if the text of each proposal to be voted upon as set forth in a record accompanying or contained in a notice of a meeting. The email address of the President must be provided and shall be the only email address to which the ballot may be electronically returned. Members voting by electronic transmission are present for all purposes of quorum, count of votes and percentages of total voting power present. All board members must vote, and it must be a unanimous vote to pass. Voting by email for the removal of an officer or board member is not permitted.

## **ARTICLE VIII – FINANCES**

Section 1. Dues, if any, shall be established by the Board.

Section 2. Dues shall be current from each member for voting privileges and to hold the office of President, President-Elect, Past President, Secretary, Treasurer, or Board member.

Section 3. All expenditures in excess of \$50.00, not approved or included in the adopted budget, must be authorized by the Board before disbursement.

Section 4. Expenses for an accounting year shall not exceed funds available to pay them that year.

Section 5. The recommendations of the annual audit shall be incorporated into or attached to the minutes of the SCMGF meeting in which they are presented.

## **ARTICLE IX – ELECTIONS**

Section 1. A special election committee shall be appointed by the Board to establish a slate of nominees for each election, following a written solicitation for nominations from the general membership. Elections shall then be conducted within thirty days.

Section 2. Unexpired terms for officers and Board vacancies may be filled by appointment by the existing Board if the term is less than twelve months. A special election would otherwise be required.

**ARTICLE X – AMENDMENTS**

Amendments may be submitted in writing or at any meeting of the SCMGF. Notice and an exact wording of the proposed amendment shall then be mailed to all members and thirty days shall be allowed for all votes to be returned and tallied to determine if the measure passed. Amendments to these bylaws shall be made by a majority of returned ballots.

**ARTICLE XI – DISSOLUTION**

Upon dissolution of this organization or the winding up of its affairs, the assets of the organization shall be distributed to such nonprofit scientific or educational horticultural organizations as the Board of Directors may select, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XII – EQUAL OPPORTUNITIES**

Membership of the SCMGF is open to all Skagit County Master Gardeners who meet the membership criteria specified in Article III, without discrimination. Evidence of noncompliance may be reported through the local WSU Extension Office.

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[CONFORMED SIGNATURE PAGE]

In witness whereof each Board Member has affixed his/her signature on this  
5th day of November 2018

/ Deborah Smeltzer /  
Deborah Smeltzer, President

/ Carol Taylor /  
Carol Taylor, Vice President

/ Lin Hoisington /  
Lin Hoisington, Vice President

/ Diane Bauman /  
Diane Bauman, Treasurer

/ Janet Berger /  
Janet Berger

/ Dave Buchan /  
Dave Buchan

/ Judy Callahan /  
Judy Callahan

/ Nancy Crowell /  
Nancy Crowell

/ Kathy Thornburgh /  
Kathy Thornburgh

[SIGNATURE PAGE]

In witness whereof each Board Member has affixed his/her signature on this

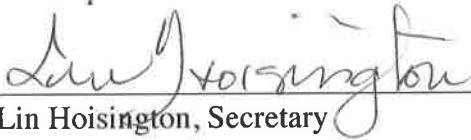
5th day of November 2018



Deborah Smeltzer, President



Carol Taylor, Vice President



Lin Hoisington, Secretary



Diane Bauman, Treasurer



Janet Berger



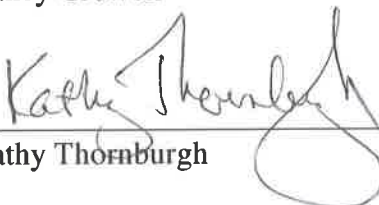
Dave Buchan



Judy Callahan



Nancy Crowell



Kathy Thornburgh