

MASTER GARDENERS OF GREATER NEW ORLEANS, INCORPORATED

BYLAWS

ARTICLE I: NAME AND AFFILIATION

The official name of the organization is Master Gardeners of Greater New Orleans, Incorporated (hereinafter referred to as "association" or as "MGGNO"). The association is affiliated with the LSU AgCenter's Cooperative Extension Service and adheres to the philosophy and directives of that organization.

ARTICLE II: PURPOSE

Section 1: The association is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c) (3) of the United States Internal Revenue Code.

Section 2: The primary goals of the association shall be to extend the educational programs of the Louisiana Cooperative Extension Service (LCES), to assist the gardening public, and to promote home horticulture in the Greater New Orleans Area (i.e., Jefferson, Orleans, St Bernard, and Plaquemines Parishes).

Section 3: The association shall at all times strive to enhance the ability of Master Gardeners to exchange information freely with other Master Gardeners, to communicate the value and accomplishments of LCES's Master Gardener Program to the public and to elected and appointed officials, to provide funding for association activities and to enhance the various programs of the LCES, and to give constructive feedback to LCES as to how their programs can and should be improved.

Section 4: Notwithstanding any other provision of these bylaws, the association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III: MEMBERSHIP

Section 1: Membership in the association is open to anyone who has successfully completed the Louisiana Master Gardener Program. Membership shall not be denied or abridged based on sex, race, age, color, religion, national origins, disabilities, or any other artificial barrier.

Section 2: A person who has completed an official Master Gardener program in another state must apply to the Board of Directors for approval of MGGNO membership.

Section 3: Members shall be required to pay annual dues on or before January 1 of each year for the forthcoming calendar year. The amount of annual dues shall be the same for all classes of membership and the details thereof will be determined by the Executive Board and published annually in the MGGNO Handbook.

Section 4: Full membership (Master Gardener graduate, basic volunteer requirement met, dues paid) entitles the person to full privileges of the association (voting, election to an office or the board, committee chairmanship). Associate membership (Master Gardener graduate and dues paid but basic volunteer requirement not yet met) allows one to vote, be appointed to a committee or committee chairmanship, be elected to the board, but not to be an elected officer. An inactive member is one who has chosen to suspend volunteerism for a finite period of time, continues to pay dues, cannot vote, and cannot be appointed to a committee or elected to an office or to the board. Master Gardeners-in-training can be appointed to a committee but do not pay dues, cannot vote, or cannot be elected to an office or to the board. MGGNO will have no honorary members.

ARTICLE IV: ORGANIZATION

Section 1: The Executive Committee shall consist of the four elected officers (President, Vice President, Secretary, and Treasurer), the Immediate Past President, and the LSU AgCenter/LCES Advisor. Until such time that there is an Immediate Past President, the four officers and the advisor will constitute the Executive Committee. The Executive Committee, physically meeting with a minimum of four members constituting a quorum and under the direction of either the President or the Vice President, are empowered to make decisions on any matter so long as their decisions are affirmed by the next meeting of the Board of Directors. A simple majority of those present is necessary to confirm a decision or action.

Section 2: The Board of Directors shall consist of the Executive Committee and the four elected Directors, physically meeting with the President or the Vice President presiding as the Chairman of the Board. The Board will meet monthly or at the call of the President to manage the routine and emergency affairs of the association. A quorum essential to conduct business will be 60% of the total of elected officers and directors (six of the ten). A simple majority of those present is necessary to confirm a decision or action.

Section 2 A: The president can decide that a matter needs action before the next board meeting. He or she can send an e-mail to all board members proposing such action requesting their approval. If six or more Board Members agree to the e-mail proposal by return e-mail the President can authorize the action. The email decision on the action must be approved at the next Board Meeting with the number and disposition of all e-mail votes recorded in the minutes of the meeting.

Section 3: The Board of Directors will establish Standing Committees as needed, appoint a chairperson and membership, give a written charge to the committee chairperson and members, and announce these committees by way of the website, membership meetings and mailings, and the MGGNO Handbook. The President/Chairman of the Board, after consultation with the Board of Directors, will appoint any Ad Hoc (Special) Committee Chairpersons but will routinely allow the Committee Chairperson to appoint his or her committee members. All Committee Chairpersons will appropriately render to the Board of Directors those reports called for by the MGGNO Handbook and/or their written charge. Committee chairpersons serve at the discretion of the Board of Directors (Standing Committees) or the President/Chairman of the Board (Ad Hoc or Special Committees) and may be replaced or dismissed at any time.

Section 4: The term of office for the four elected officer positions will be for one year. The incumbent may be reelected for only one more consecutive year in that office. The Immediate Past President will serve for one year or until replaced by an outgoing president. The LSU AgCenter/LCES Advisor is appointed perpetually or until replaced by the LSU AgCenter Regional Manager or that person having authority to appoint such a position. Three of the four director positions have a term of office of two years, with two of the positions elected in odd-numbered years and one of the positions elected in even-numbered years. The fourth director position is reserved for the Master Gardener class graduating first during that year. That director will be elected exclusively by the graduating class for a one-year term and will be a member of that graduating class. This fourth director will serve a full year or until replaced by a new director from the latest class. In the base year (2006) elections, two of the

director positions (not including the "new class" director) will be for one year only. For all those persons elected or appointed during 2006, their regular term of service will be for that time remaining in 2006 plus the full year of 2007, counting as one year in office.

Section 5: By way of written minutes, either emailed or mailed to every member, the Board of Directors will keep the general membership totally apprised of the business conducted and decisions made at each monthly meeting. The general membership is welcomed and encouraged to attend the Board of Directors meetings and interact with the Board according to the conditions laid out in the MGGNO Handbook.

Section 6: No proxy or absentee voting of any kind will be condoned by the Board of Directors in their deliberations or at general membership meetings. The electronic votes as allowed in Section 2 A above will not be considered as absentee votes.

ARTICLE V: NOMINATIONS AND ELECTIONS

Section 1: The Board of Directors will assure that a Nominations Committee is operational at all times and has been charged with the duties of discovering and developing new leadership potential for MGGNO.

Section 2: Whenever a vacancy occurs within the present officer or board positions, the Nominations Committee should submit a minimum of three recommendations for the filling of the vacant position. The sitting officers and board must consider these recommendations but are not bound to select from among these candidates. The Board of Directors selects a replacement and installs that person into the vacant position until the effective date of the next election.

Section 3: At least two months prior to a scheduled election, the Nominations Committee determines which positions will be up for election and starts an educational program to solicit candidates for those upcoming vacancies. One month from the election, the Nominations Committee presents a tentative nominations slate to the Board of Directors and seeks their guidance. On the day of the election, the Nominations Committee presents an official slate of nominations to the President/Chairman of the Board. At the same time, the Secretary presents a listing to the President/Chairman of the Board of those Master Gardeners who have current voting rights.

Section 4: All elections will be by written, secret ballot and will be counted by three or more neutral persons. No proxy or absentee voting of any kind in the election process will be condoned by the Board of Directors. The results of the election will be announced immediately but will typically not be effective until the following January 1.

ARTICLE VI: DUTIES OF KEY OFFICE HOLDERS

President/Chairman of the Board:

- presides over all meetings and activities;
- coordinates directly with the LSU AgCenter/LCES Advisor/Agent to assure proper administration of the MGGNO Master Gardener Extension Volunteer Program;
- assures the efficiency of all operations and the accountability of all funds and assets;
- represents MGGNO in all external interactions;
- guarantees that a mentor relationship exists between the Master Gardener class-in- training and the MGGNO association and membership;
- oversees the actions and activities of the other officers and committees;

- appoints special committees and task forces as deemed necessary;
- ascertains that the membership and the general public are kept accurately and timely informed of all issues of consequence regarding MGGNO; and
- serves as an effective link between the individual MGGNO member and the LSU AgCenter hierarchy.

Vice President:

- assumes any or all of the duties of the President/Chairman of the Board upon request;
- assists the President at all times;
- provides support to the Secretary and the Treasurer and assistance when needed;
- coordinates the public relations efforts of the association;
- carries out those special duties assigned by the President/Chairman of the Board; and
- renders effectively those reports and/or duties assigned by the MGGNO Handbook.

Secretary:

- develops, maintains, and archives the administrative records of the association;
- presents the minutes of previous meetings whenever required;
- receives and maintains all incoming correspondence; suspenses (sic) actions as necessary; and prepares all outgoing correspondence for the approval and/or signature of the President/Chairman of the Board;
- prepares and updates an annual events calendar for the association;
- composes the agenda and distributes meeting notices for each meeting;
- substitutes for the Treasurer when necessary; and
- renders effectively those reports and/or duties assigned by the MGGNO Handbook.

Treasurer:

- develops, maintains, and archives the fiscal records of the association;
- prepares a fiscal report for each meeting of the board or the general membership;
- shall fulfill state and federal tax requirements and arrange for an annual external audit of the fiscal records;
- prepares a proposed annual budget for the upcoming fiscal year (January 1 thru December 31) to be presented at the November general membership meeting;
- substitutes for the Secretary when necessary; and
- renders effectively those reports and/or duties assigned by the MGGNO Handbook.

Immediate Past President:

- shall assist the President/Chairman of the Board in any way possible;
- serves as an advisor to the Board of Directors on past successes and pitfalls;
- coordinates the awards and recognitions program for the association;
- administers any other special projects as might be assigned by the President or Board of Directors; and
- renders effectively those reports and/or duties assigned by the MGGNO Handbook.

Member, Board of Directors:

- serves as a general manager of the association;
- assumes specific responsibilities as requested by the President or Board of Directors;
- represents the general membership in deliberations of policy and planning;
- assists all other members of the Board of Directors in the proper management of MGGNO; and
- renders effectively those reports and/or duties assigned by the MGGNO Handbook.

Committee Chairperson:

- accepts the assignment given to him or her by the Board of Directors or the President;
- refines the concept and develops the responsibilities of the mission, organizes an effective committee, and methodically accomplishes the identified task to the best of his or her abilities;
- continues to manage the essential undertaking until told otherwise by the Board of Directors; and
- renders effectively those reports and/or duties assigned by the MGGNO Handbook.

ARTICLE VII: GENERAL MEMBERSHIP MEETINGS

Section 1: General Membership Meetings shall occur no less than six (6) times per year, with at least one meeting per quarter, and must include a meeting in the month of November for the purpose of elections. The exact time, place, location, and other details will be sent to every member of MGGNO at least five days prior to the meeting. The first order of business will be a report by the Board of Directors of business conducted during the quarter and plans for future business. The LSU AgCenter/LCES Advisor will also give a brief presentation, including announcements. The second item of business will be a one-hour educational program. A social period will either precede or follow the business meeting.

Section 2: At the November general membership meeting, an election of officers and board members will occur. At least two weeks prior to this meeting, the President will assure that a slate of officer and board nominees is sent to each MGGNO member along with a reminder of the election. The election process will also include an opportunity for nominations from the floor for all positions being elected.

Section 3: The seasonal/Christmas party will not be used as a general membership meeting; however, the newly elected officers and board members may be presented and recognized at that gathering. Regardless, the new officers and board members will assume their official duties on January 1 of the new year.

Section 4: For a general membership meeting, 20% of the active membership (counting all full and associate members) must be physically present in order to conduct official business. A successful vote on any matter must be supported by a simple majority of those active members who are present.

ARTICLE VIII: AMENDMENT OF BYLAWS

Proposed amendments to these bylaws must be submitted in writing to the President/Chairman of the Board. If felt appropriate by a majority of the Board of Directors, or if presented in writing with the signatures of 10% of the active membership, the proposed amendments shall be made known to all members at least two weeks prior to the meeting at which they will be considered. Adoption of any change to the bylaws requires the physical presence of 25% of the active membership with those voting in favor of the amendment(s) constituting two-thirds of those voting.

ARTICLE IX: MGGNO HANDBOOK

The MGGNO Handbook shall serve the organization as a procedures guide and shall provide the myriad details that are essential to the proper functioning of the association (e.g., listing and composition of committees, the amount of the annual dues, the process by which a project becomes approved for volunteer hours, credit, and so forth). The handbook shall be made available to every member of the association and shall be maintained as close to current as time and resources permit. A pen-and-ink copy shall be maintained by the Board of Directors and shall be current at all times. These bylaws will always prevail over any discrepancy or conflict with the MGGNO Handbook.

ARTICLE X: PARLIAMENTARY PROCEDURE

All meetings and deliberations will be conducted using the latest version and knowledge of Robert's Rules of Order (Newly Revised, 10th Edition). Whenever a conflict with these bylaws arises, the bylaws will have precedence. In all cases, decisions regarding proper protocol will favor the expedition of business, the rights of the individual to speak, common courtesy, and fair play.

ARTICLE XI: DISSOLUTION

In the event of dissolution of the association, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c) (3) of the Internal Revenue Code.

Adopted at the Regular General Membership Meeting on July 19, 2006.

Amended: Regular General Membership Meeting, November 14, 2009.

Reviewed by MGGNO Board of Directors and in conjunction with MGGNO General Membership with NO Amendments: General Membership Meeting, March 14, 2016.