

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 "the 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 projects and activities of the Association and to enhance the various programs of 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 activities not permitted to be carried on by an organization (a) 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) 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 and is a Louisiana Master Gardener (LMG). Membership shall not be denied or abridged based on sex, race, age, color, religion, national origins, disabilities, or any other artificial barrier.

Section 2: Membership in the Association is open to anyone who has completed an official Master Gardener program in another state, or has previously been a Louisiana Master Gardener, and has been approved by an LCES Advisor to work toward Louisiana Master Gardener certification.

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 the annual dues shall be the same for all classes of membership and the details thereof shall be determined by the Association's Executive Committee and published in the MGGNO Handbook.

Section 4: There are four (4) classes of membership: Full Member, Associate Member, Inactive Member, and Master Gardener In-Training. MGGNO shall have no honorary members.

- (a) Full Member is a certified or recertified LMG and has paid the current year's membership dues. A Full Member shall have voting rights, may be elected to an Executive Officer position, may be on the Board of Directors, and may serve as a committee member or chairman.
- (b) Associate Member is an LMG class graduate who has not met basic or previous year's LMG volunteer service and education requirements, or a lapsed LMG or an out-of-state MG, who has been approved by an LCES Advisor to work toward LMG certification and has paid the current year's membership dues. An Associate Member shall have voting rights, may not be elected to an Executive Officer position, may be on the Board of Directors, and may serve as a committee member or chairman.
- (c) Inactive Member is an LMG class graduate who has suspended volunteerism via a leave of absence for a finite period of time approved by an LCES Advisor and has paid the current year's membership dues. An Inactive Member shall not have voting rights, may not be elected to an Executive Officer position, may not be on the Board of Directors, and may not serve as a committee member or chairman.
- (d) Master Gardener In-Training is one attending an LMG class and has paid the current year's membership dues (through LCES or directly to MGGNO). A Master Gardener In-Training shall not have voting rights, may not be elected to an Executive Officer position, and may not be on the Board of Directors. A Master Gardener In-Training may serve as a committee member but not chairman.

Section 5. Members of all classes are required to complete the minimum LMG service and education requirements as defined by LCES as well as attend the minimum number of meetings as stated in the MGGNO Handbook.

ARTICLE IV: ORGANIZATION

Section 1: The Executive Committee shall consist of the four elected officers, namely President, Vice President, Secretary, and Treasurer, and the Immediate Past President.

- (a) Executive Committee meetings shall be conducted with either the President or the Vice President presiding, and a quorum shall be a minimum of three (3) members.
- (b) The Executive Committee is empowered to make emergency decisions and/or take actions on any matter so long as their decisions are acknowledged at the next meeting of the Board of Directors, with a simple majority of Board members present, to acknowledge decisions and/or actions and shall be recorded in the minutes of the Board meeting.

Section 2: The Board of Directors shall consist of the Executive Committee and the four elected Directors.

- (a) Board of Directors meetings shall occur no less than nine (9) times per year, typically monthly, with at least one meeting per quarter, at the call of the President to manage the routine affairs of the Association. The date, time, and venue shall be sent to all Board members at least five (5) days prior to each meeting. The Board meeting may include reports by the Board members and Committee chairmen, and updates and announcements by an LCES Advisor.
- (b) Board of Directors meetings shall be conducted with either the President or the Vice President presiding. A quorum, required to conduct business, shall be 60% of the filled positions of the Board of Directors.
- (c) Should the President deem it necessary to act before the next Board meeting, he/she may send an e-mail to all Board members proposing such action. Response by a simple majority of the filled positions of the Board of Directors is needed to conduct such action. The e-mail decision

on the action must be acknowledged at the next meeting of the Board of Directors with the number of members voting and the disposition of the electronic votes and shall be recorded in the minutes of the Board meeting.

Section 3: The Board of Directors shall establish Standing Committees as needed, appoint a chairman, approve committee members, and give a written charge to the committee chairman and members. These committees and their actions shall be made known by way of the website, membership meetings, paper and/or electronic mailings, and the MGGNO Handbook.

The President, after consultation with the Board of Directors, may appoint Ad Hoc (Special) Committee Chairmen but shall routinely allow the Committee Chairmen to select his/her committee members.

All Committee chairmen shall appropriately render to the Board of Directors those reports called for by the MGGNO Handbook and/or their written charge. Standing Committee chairmen serve at the discretion of the Board of Directors, Ad Hoc Committee chairmen serve at the discretion of the President. Committee chairmen may be replaced or dismissed at any time.

Section 4: The four elected officer positions are elected by the membership at-large (full and associate members) and shall have a term of office of one year. Incumbents may be reelected for only one more consecutive year. The Immediate Past President shall serve for one year or until replaced by another outgoing president.

Three of the four director positions are elected by the membership at-large (full and associate members) and shall 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. These three (3) Board positions shall be limited to one term.

The fourth director position is reserved for a graduate of the current year's Master Gardener class(es) and is elected exclusively by the graduates of the class(es). The term begins on January 1 of the next year. This fourth director shall serve for one year or until replaced by a member of the next year's class.

Section 5: Should the fourth director position (the graduating class Director position) become open during a term or should there be no class training held in a given year, members of the last completed class shall elect a new Director.

Section 6: By way of mail, paper or electronic, the President shall keep the general membership totally apprised of the business conducted and decisions made at each Board of Directors meeting. The general membership is welcomed and encouraged to attend Board of Directors meetings and interact with the Board according to the conditions laid out in the MGGNO Handbook but shall have no voice without recognition by the presiding officer and shall have no vote.

Section 7: No proxy or absentee voting of any kind shall be condoned by the Board of Directors in their deliberations or at general membership meetings. The electronic votes as allowed in Section 2 (c) above shall not be considered as absentee votes.

ARTICLE V: NOMINATIONS AND ELECTIONS

Section 1: The Board of Directors shall assure that a Nominations Committee is always operational and has been charged with the duties of discovering and developing new leadership potential for MGGNO. The committee should be made up of two to five (2-5) members. No member of the Nominations committee may run for an elected position. Effective January 1, 2021, no current Board member may be on the Nominations Committee.

Section 2: Whenever a vacancy occurs during the term of elected officer or elected board member positions, the Nominations Committee should submit a minimum of three recommendations for the filling of the vacant position to the Board of Directors. The sitting Board of Directors must consider these recommendations but are not bound to select from among these candidates. Once the Board of Directors select and approve a replacement, that person shall immediately fill the vacant position and shall serve until the end of the term. Vacancies in the graduating class Director position shall be handled as stated in ARTICLE IV, Section 5.

Section 3: At least three months prior to the annual election, the Nominations Committee shall determine which positions will be up for election and shall start an educational program to solicit candidates for those upcoming vacancies. One month before the election, the Nominations Committee Chairman shall present a slate of candidates, one candidate for each open position, to the Board of Directors for their review. Upon acceptance of the slate by the Board, the official slate shall be made known to all members at least two weeks (14 days) prior to the Membership meeting at which voting shall take place.

On the day of the election, the Nominations Committee Chairman shall present the official slate of nominees to the President who shall then proceed with the elections. When voting is to be done in person, nominations shall be accepted from the floor. When voting is scheduled to be done electronically, electronic nominations are to be sent to the Nominations Committee Chairman and the President and shall be accepted electronically four to ten (4-10) days before the election.

At least one month prior to the election, the Secretary, with input from the Treasurer, shall provide to the President a list of the members eligible to vote. On the day of the election, those eligible members in attendance shall be identifiable for distribution of ballots.

Section 4: All in-person elections shall be by written, secret ballots and shall be counted by three or more neutral full members previously appointed by the Board of Directors. When electronic voting is deemed necessary, the election shall be handled by an electronic program that maintains anonymity. No proxy or absentee voting of any kind shall be condoned by the Board of Directors. The results of the election shall be announced immediately but shall be effective on the following January 1.

ARTICLE VI: DUTIES OF KEY OFFICE HOLDERS

President:

- presides over all meetings and activities;
- coordinates directly with an LCES Advisor 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 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 LCES hierarchy.

Vice President:

- assumes any or all the duties of the President upon request;
- assists the President when needed;
- 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; and,
- renders effectively those reports and/or duties assigned by the MGGNO Handbook.

Secretary:

- develops, maintains, and archives the administrative records of the Association;
- takes written minutes of general membership and BOD meetings;
- presents the minutes of previous general membership and BOD meetings whenever required;
- receives and maintains all incoming correspondence; and prepares all outgoing correspondence for the approval and/or signature of the President;
- 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 examination of financial 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 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 Chairman:

- 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 meeting details shall be sent to every member of MGGNO at least five (5) days prior to the meeting. The General Membership meeting may include a report by the

Board of Directors on business conducted since the last meeting, updates and announcements by an LCES Advisor, a one-hour educational program, and a social period.

Section 2: At the November general membership meeting, an election of officers and board members shall occur. At least two weeks prior to this meeting, the President shall assure that a slate of officers and board nominees is sent to each MGGNO member along with a reminder of the election. Should the November meeting not be able to be held for unforeseen reason(s), at the discretion of the President the election may be held electronically, or the meeting may be rescheduled as soon as possible. The election process shall include an opportunity for nominations from the floor or electronically as stated in ARTICLE V, Section 3, second paragraph.

Section 3: The seasonal/holiday party in December shall 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 shall 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

Proposals for changes to the bylaws may be made by the Bylaws Committee or by individual members.

- (a) Proposed amendments must be submitted in writing to the President and the Secretary who shall send a copy to each of the Board Members for their review.
- (b) Upon approval by a majority of Board members, or if presented in writing with the signatures of 10% of the active membership, the proposed amendments shall be submitted to MGGNO members for their consideration.
- (c) Proposed amendments to these bylaws, shall be made known to all members at least two weeks prior to the membership meeting at which they shall be considered.
- (d) A quorum required to change the bylaws shall be 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 of 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 paper copy shall be held by the President and kept current at all times. An electronic copy shall be published on the *Info and Forms* page of the MGGNO Web site. The MGGNO Bylaws shall always prevail over any discrepancy or conflict with the MGGNO Handbook.

ARTICLE X: PARLIAMENTARY PROCEDURE

All meetings and deliberations shall be conducted using the latest version and knowledge of Robert's Rules of Order (the newly revised 11th or current edition). Whenever a conflict with these bylaws arises, the MGGNO Bylaws shall have precedence. In all cases, decisions regarding proper protocol shall 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 the LSU Foundation.

Adopted: Regular General Membership Meeting on July 19, 2006.

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

Amended: Regular General Membership Meeting on September 28, 2020.