

ALABAMA MASTER GARDENERS
ASSOCIATION, INC.
(AMGA)
BYLAWS



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AMENDED MARCH 24, 2015

BYLAWS
OF
ALABAMA MASTER GARDENERS ASSOCIATION, INC.

ARTICLE I
NAME

The name of the association shall be the Alabama Master Gardeners Association, Inc. (hereinafter referred to as the Association or AMGA).

ARTICLE II
PURPOSES

The purposes of the Association are educational, scientific, literary, and charitable and may include:

- a. distribution to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code, and;
- b. **enhancement** and **supplementation** the Alabama Cooperative Extension System Home Horticulture Program;
- c. **assistance** with the responsibility of performing special tasks and engaging in continuous activities related to the program;
- d. **promotion of** a wide dissemination to Alabama citizens and residents of information available as a result of study and experimentation completed at the Alabama Cooperative Extension System universities; such information to be in accordance with Alabama Cooperative Standards;
- e. **cooperation** and **affiliation** with other public and private organizations whose purposes are consistent with the purposes of the Association, when such cooperation is beneficial to the Association and not specifically prohibited by the statute;
- f. **provision** scholarships to college students in Alabama studying horticulture;
- g. exploration and implementation of any other purposes that are lawful and in keeping with the purposes defined above.

ARTICLE III
MEMBERSHIP

Section 1. There shall be five classes of membership: Active, Provisional, Lifetime, Associate, and Honorary. Members may hold more than one class of membership.

Section 2. Only Active and Lifetime members in good standing are eligible to vote and to hold office, and only Active members pay annual dues.

Section 3. Active Member: Active membership shall be limited to individuals who have successfully completed an approved Alabama Cooperative Extension System Master Gardener Training Program (hereinafter referred to as the Master Gardener Program or the Program) and also fulfilled the Program's volunteer service requirements.

Section 4. Provisional Member: Provisional membership in the Association may be granted for one calendar year to Intern Master Gardener volunteers who have been reported by an

Extension Agent to have satisfactorily completed the approved Master Gardener Program. Once a Provisional member reports completion of the Program's volunteer service requirements to the coordinating Extension Agent, the individual is certified as a Master Gardener and is eligible for Active membership. If the Provisional membership term ends before an individual completes the required volunteer service requirements, the individual will be eligible for Active membership when these volunteer service requirements have been met.

Section 5. Lifetime Member: Lifetime **active** membership may be granted to an Active member in good standing who expects to remain a member of the Association and who chooses to make a one-time payment of state dues. Lifetime active membership also may be awarded to an individual Master Gardener for meritorious service to the Program or Association as determined deserving by the AMGA Board.

Section 6. Associate Member: An Associate member is an Alabama Cooperative Extension System employee working with an office which offers the Program, or which cooperates with other units in offering the Program, or which plans to offer the Program within one year of his/her application for membership in the Association.

Section 7. Honorary Member: Honorary memberships are bestowed by the Board of Directors on individuals who may or may not be master gardeners who have rendered outstanding contributions to the Program or to the Association. Honorary members may occupy an advisory capacity.

Section 8. Annual dues for each class of membership shall be established annually by the Board of Directors and shall be payable on or before January 1. Members who have not paid dues by January 1 are no longer in good standing and, therefore, not eligible to vote or receive AMGA communications. Voting rights and full AMGA privileges will be restored upon payment of current dues.

Section 9. Any member who desires to resign shall notify the Secretary, who shall promptly remove the member's name from the Association's Active rolls. **A** member's name shall be removed from the Active rolls in the event of death.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTORS

Section 1. The Officers of the Association shall be President, Vice President, Secretary, and Treasurer.

Section 2. The Board of Directors (hereinafter referred to as the Board) shall consist of the four (4) elected officers, seven (7) members elected at large and additional ex officio members as needed to conduct the business of the Association.

Section 3. Any committee chair that is not an elected member of the board shall be appointed as an ex officio, non-voting member of the board for the duration of his/her tenure as committee chair. Said ex officio member shall have all rights and responsibilities of elected board members other than the right to vote.

Section 4. The Officers and other Board Members shall perform the duties prescribed by **the** parliamentary authority adopted by the Association where not in conflict with these Bylaws.

Section 5. Election of Officers and other Board Members:

- a. Officers and Board Members shall be elected by a majority vote of the Active and Lifetime members present or represented by proxy at a meeting at which a quorum (ten percent (10%) of the Members of the Association entitled to vote) is present.
- b. The Nominating Committee annually shall recommend a slate of candidates for the offices and board positions to be filled. Additional nominations for any position will be accepted from the floor at the elections.
- c. The Nominating Committee shall report the slate to the membership at least thirty (30) days prior to the date of the annual meeting and shall prepare a ballot for the election of officers, board members, and nominating committee members.

Section 6. Terms of Office:

- a. Officers shall serve for a term of two years or until their successors are installed. The term of all officers shall begin upon election with the following exception: The term of the incoming treasurer shall begin on July 1 to enable the outgoing treasurer to finalize the conference finances before the incoming treasurer takes office. No officer shall serve consecutive terms in the same office, provided that if no nominations are made, an incumbent may serve with the Board's approval.
- b. Board members shall serve on a staggered basis for terms of three (3) years.
- c. Any vacancies that may occur among the Officers shall be filled by the Board, subject to approval of the membership at the next annual meeting.
- d. Any vacancies that may occur among the Directors shall be filled by the Board, but only for the unexpired term created by the vacancy.

Section 7. Duties and responsibilities of the Officers and Board:

- a. The Board shall fix the date, time, and place of the Board meetings and the membership meetings, determine the Association's rules of operations, and perform such other duties as are listed in these Bylaws or as are necessary and proper for the operation of the Association.
- b. The Board shall meet at least quarterly. Special meetings of the Board may be called by the President and may also be called by written request of a majority of the Board of Directors at such time and place as shall be fixed in such call.
- c. The Board of Directors shall have full power to create committees from among the membership as may be deemed expedient and shall prescribe their duties, this power may, however, be assumed by the President subject to Board approval.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. Annual Meeting: The Association shall hold an annual meeting of the Membership each year at such time and place as may be determined by the Board of Directors. The annual meeting shall be held for the purpose of electing Officers, Directors, and Nominating committee members and for the transaction of such other business as may come before the meeting. Failure to elect the Board of Directors at the annual meeting shall not cause dissolution of the Association, but the Directors thereof shall continue to hold office until their successors are elected and qualified. A special meeting for the purpose of holding such election shall be called as soon thereafter as is convenient.

Section 2. Special Meetings: Special meetings of the Members may be called for any purpose by the President, a majority of the Board of Directors, or by a petition of not less than 25% of the Active and Lifetime Members. Special meetings shall be held at a time and place determined by the Board and within forty-five (45) days of the date they are called.

Section 3. Notice of Meeting: Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes of the meeting, shall be delivered not less than thirty (30) days before the date of the meeting, either personally or by mail, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to have been given when addressed to the Member at his address as it appears on the membership records of the Association and deposited in the United States mail, with postage thereon prepaid. Notice may be waived in writing and signed by the Member entitled to such notice, where not otherwise provided by law.

Section 4. Voting List: The officer or agent having charge of the membership records for the Association shall make, at least ten (10) days before each meeting of Members a complete list of the Members entitled to vote at such meeting or any adjournment thereof, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Association and shall be subject to inspection by any Member making written request therefore at any time during usual business hours. Such list shall also be available at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting. The original membership records shall be prima facie evidence as to who are the members entitled to examine such list or records or to vote at any meeting of Members.

Section 5. Quorum: Ten percent (10%) of the Members of the Association entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the Members, or a quorum may consist of such greater or lesser percentage as may be fixed by an amendment to these Bylaws or as required by law. No business may be transacted without a quorum. Any business may be transacted at any meeting of the Members at which a quorum is present. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members except when law may require a higher percentage.

Section 6. Voting: A Member may vote either in person or by proxy executed in writing by the Member or by the Member's duly authorized attorney-in-fact. The proxy shall be voted only for the meeting specified in said proxy and in no event shall a proxy be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the Member executing it and is revocable by the termination of membership of the Member executing it.

ARTICLE VI COMMITTEES

Section 1. The Association's standing committees shall be: Conference Committee, Membership Committee, Nominating Committee, and Fund-Raising Committee, and, except for the Nominating Committee, shall be appointed at the direction of the President subject to the approval of the Board.

Section 2. The President shall appoint special committees, including but not limited to the following, as are deemed necessary by these Bylaws, the Association, or the Board of Directors: Audit Committee, Awards Committee, Communications Committee, Project

Funding Committee, Endowment Committee, and Continuing Education Committee.

ARTICLE VII ADVISORY COUNCIL

Section 1. The Advisory Council may consist of not more than one Master Gardener representative from each Extension unit which offers the Program, or which cooperates with other units in offering the Program.

Section 2. The Advisory Council representative for each Extension unit shall be selected by the Association members in that unit.

Section 3. Advisory Council members must be members of the Association.

Section 4. Advisory Council Objectives and Responsibilities:

- a. The primary objective of the Advisory Council (AC) is to serve as a communications link among the local Master Gardeners Associations, as well as between the local Master Gardener Associations, the AMGA Board of Directors, and the State Master Gardener Program Coordinator. The exchange of information, ideas, concerns, and solutions will occur on a regular basis and may be initiated by any one of these groups.
- b. Specific responsibilities of the AC will include: providing a list of potential candidates for the AMGA BOD to the AMGA Nominating Committee and assisting in identifying MGs for AMGA standing and special committees.
- c. The AMGA BOD may ask the AC to perform other duties as needed.

Section 5. If an Advisory Council member is elected as a State Association officer or Board Member, that member's position on the Advisory Council shall be considered vacant, and a new Council member shall be selected by the Association membership of that unit.

ARTICLE VIII FINANCES

Section 1. The Association's fiscal year shall be from January 1 to December 31.

Section 2. The financial records of the Association shall be audited each year by the Audit Committee as set forth above.

ARTICLE IX EXTENSION ADVISOR

The Association shall request that the Alabama Cooperative Extension System appoint one representative to serve as an advisor and liaison to the Association.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order adopted by the voted of the active

members of the Association. The President may appoint a parliamentarian.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended or repealed by a majority vote of the Members present or represented by proxy at a regular or special meeting at which a quorum is present, provided that notice of the proposed amendment(s) shall have been given to the membership at least thirty (30) days prior to the meeting.

ARTICLE XII

MISCELLANEOUS

Section 1. All service shall be voluntary with no remuneration except for out-of-pocket expenses, if funds are available and approved by the Board of Directors.

Section 2. Within the Association there will be no discrimination with respect to race, color, sex, age, creed, or national origin.

Section 3. Local Master Gardener organizations throughout the State of Alabama shall be considered an extension of this Association. They shall maintain financial independence.

<p>This revision represents the changes approved by the General Membership at the 2015 Annual Meeting and Conference on March 24, 2015.</p>
