

ALABAMA MASTER GARDENERS
ASSOCIATION, INC.
(AMGA)
BYLAWS



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AMENDED May 2, 2017

**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 are established to support and enhance the Alabama Cooperative Extension System's Home Horticulture Program.

**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 slate shall be reported to the membership at least two weeks prior to the date of the annual meeting.

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 installation 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.

Section 8. Voting

- a. Each elected member of the board will have a single vote on all matters brought before the board.
- b. Proxy votes will not be allowed.
- c. A quorum of the board, which shall be at least 51% of the voting members, is required for all votes, and a simple majority is required to carry a motion.
- d. Under special circumstances, the board may be asked to vote on an issue via email. Generally this will be an issue that has been discussed at an earlier board meeting.
 - i. The president must initiate any request for a vote by email.
 - ii. In the event that an electronic vote is necessary, the president will call the meeting to order with an email message containing a subject line stating "Call to order" and a body beginning with "The email meeting will come to order" and will explain the purpose for which the meeting has been called.
 - iii. All responses in the email meeting must be "REPLY ALL" on the established thread.
 - iv. Any board member may call for discussion. Once all questions are answered, the president will call for a vote. A board member may also call for a deferment of the question until the next regularly scheduled board meeting.
 - v. A board member must "REPLY ALL" with his/her vote, and all votes must be followed by the board member's name and position. Majority vote will stand.
 - vi. The established thread will serve as the email meeting minutes. This thread will be entered into the Secretary's file for permanent keeping.

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.

- a. 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.
- b. Failure to elect the board of directors at the annual meeting shall not cause dissolution of the association, but the current directors shall continue to hold office until their successors are elected.
- c. A special meeting for the purpose of holding such election shall be called as soon thereafter as is convenient but not later than 45 days.

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: 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, by mail or by email to each member of record entitled to vote.

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: A majority of active and lifetime members registered to attend a meeting shall constitute a quorum. A quorum may consist of such greater or lesser number as may be fixed by an amendment to these bylaws or as required by law. No business may be transacted without a quorum.

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: Audit, Awards, Communications, Continuing Education, Endowment, Membership, Nominating, Fund-Raising, Project Funding, Records and Retention, and State Conference. The president, subject to the approval of the board, shall appoint all committees, except for the Nominating Committee.

Section 2. The president shall appoint special committees as are deemed necessary by these bylaws, the association, or the board of directors.

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 end at the close of business on the 31st day of December of each year.

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 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 two (2) weeks 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 2017 Annual Meeting and Conference on May 2, 2017.</p>
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