

BYLAWS  
OF  
MADISON AREA MASTER GARDENERS ASSOCIATION, INC.  
January 2017

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# Madison Area Master Gardner Association

## Proposed Bylaws

### January, 2017

#### **Article I Identification**

**Section 1.01 Name.** The Corporation's name is Madison Area Master Gardeners Association, Inc., (the "Corporation").

**Section 1.02. Principal and Business Offices.** The Corporation may have such principal and other business offices, either within or outside the state of Wisconsin as its Board of Directors may designate or as the Corporation's business may require from time to time.

**Section 1.03. Registered Agent and Office.** The Board of Directors may change the Corporation's registered agent. The Board of Directors or the registered agent may change the address of the Corporation's registered office. The business office of the Corporation's registered office may be, but need not be, identical with the Corporation's principal office in the state of Wisconsin.

**Section 1.04. Place of Keeping Corporate Records.** The Corporation shall store all records and documents that law requires permanently kept in an appropriate location.

#### **Article II Membership**

**Section 2.01. Membership.** A person is eligible for membership if one of the following conditions is met: (1) the person is currently enrolled in a Wisconsin Extension Master Gardener Volunteer (MGV) training program, (2) the person has successfully completed training and initial MGV certification in Wisconsin, or (3) the person has successfully completed training and initial certification in another state MGV program.

**Section 2.02. Dues.** Members must pay annual dues. Persons pay dues when applying for membership, and each year thereafter. Members who fail to pay dues will lose membership in the Corporation. The membership shall approve any change in the amount of the annual dues by vote at its Annual Meeting.

**Section 2.03. Honorary Members.** Upon the motion of one member, seconded by another member and affirmed by a majority at the Annual Meeting, the Corporation may confer an honorary one-year membership upon a nonmember who has rendered notable service to the Corporation. An honorary member shall have none of the obligations of membership in the Corporation, but shall have all the privileges, except those of making motions, of voting and of holding office.

**Section 2.04. Ex Officio Members.** The Corporation shall invite the Dane County Horticultural Agent Educator and any other Dane County Extension staff assigned to the master gardener program to accept an ex officio, nonvoting membership.

## **ARTICLE III Meetings**

**Section 3.01. Annual Meeting.** The members shall have an Annual Meeting no later than March 31 each year, on a date the Board of Directors selects. At the Annual Meeting members will elect members to the Board of Directors, receive reports from officers and committees, and conduct any other business.

**Section 3.02. Special Meetings.** The Board of Directors, the President, or ten members making a written request may call a special meeting. The call must specify the meeting's purpose. Except in the case of emergency, the call will give at least 3 days notice.

**Section 3.03. Quorum.** Twelve members of the Corporation shall constitute a quorum.

## **ARTICLE IV Board of Directors.**

**Section 4.01. Number and Tenure.** The Board of Directors shall consist of four (4) officers and seven (7) directors. Members of the Board of Directors must have certification as a Master Gardener Volunteer from the University of Wisconsin Extension at the time of nomination and throughout their terms of service on the Board. A director who does not remain certified may not continue on the Board of Directors. The regular term of a director is two (2) years. Each director may continue to serve until his or her successor is appointed in accordance with these bylaws. Death, resignation, or removal may end a term prematurely.

**Section 4.02. General Powers.** The Corporation shall exercise its powers by or under the authority of its Board of Directors, subject to any limitation set forth in the articles of incorporation. The Board of Directors shall have general supervision of the affairs of the Corporation between its Annual Meetings and shall perform such other duties as are specified in these bylaws.

**Section 4.03. Nomination Procedures and Election.** At the Board's regular September meeting, the President may appoint three members to a nominating committee. This committee will nominate members as candidates for board positions for election at the Annual Meeting. The committee shall report to the Board of Directors at its November meeting, and shall present the slate of candidates to the membership at least one month before the Annual Meeting. Before the election at the Annual Meeting additional nominations from the floor are allowed. For a valid election, the Annual Meeting must have a quorum of the Corporation present, as referenced in **Section 3.03**. A majority of the member votes cast in an election at the Annual Meeting will elect the Directors.

**Section 4.04. Vacancies.** The Board of Directors shall fill any vacancy on the Board, including a vacancy created by increasing the number of directors. The Board will fill the vacancies by electing members for the unexpired terms. A majority vote of those on the Board will elect members to fill vacancies.

**Section 4.05. Removal; Resignations.** A majority of the Board of Directors may remove any director from office by a vote of the directors taken at any Board of Directors meeting called for that purpose, provided that a quorum of the Board is present (see **Section 4.10**). A Board member may resign at any time by delivering to

the president his or her written resignation that complies with provisions of Wisconsin Statutes Chapter 181.

**Section 4.06. Regular Meetings.** The Board of Directors shall hold regular meetings during the months of January, March, May, July, September, and November, unless it orders otherwise. The Board of Directors may designate any place, either within or outside the state of Wisconsin, as the location for any regular or special meeting of the Board of Directors or for reconvening any adjourned meeting. If no designation is made, the meeting place becomes the Corporation's principal office. The Board of Directors may provide, by resolution the time and place, either within or outside the state of Wisconsin, for the holding of additional regular meetings.

**Section 4.07. Special Meetings.** The president or any three directors on the Board of Directors may call or request special meetings of the Board. The person or persons authorized to call special Board of Directors meetings may select any place, either within or outside the state of Wisconsin as the location for holding a special board meeting. If no designation is made, the meeting place becomes the Corporation's principal office. Any such meeting may adjourn to reconvene at any place designated by a majority vote of the directors attending the meeting.

**Section 4.08. Meetings by Electronic Means of Communication.** To the extent provided in these bylaws, the Board of Directors or any committee of the Board, may, in addition to conducting meetings in which each director participates in person and notwithstanding any place set forth in the notice of the meeting or in these bylaws, conduct any regular or special meeting by any electronic means of communication, provided (1) all participating directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors should receive notification that a meeting is taking place at which official business may occur.

**Section 4.09. Notice of Meetings.** Each director should receive notice of every Board of Directors meeting by delivery to any address real or electronic that the director has submitted in writing to the secretary. Directors may receive notice in person, by any available technology, or in any other manner provided by Wisconsin Statutes Chapter 181. Directors should receive notice at least 72 hours before a meeting.

**Section 4.10. Quorum Requirement.** Except as otherwise provided by Wisconsin Statutes Chapter 181, the articles of incorporation, or these bylaws, a majority of the number of directors as required in **Section 4.01** of these bylaws shall constitute a quorum for the transaction of business at any Board of Directors meeting.

**Section 4.11. Voting Requirement.** The affirmative vote of the majority of the directors attending a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 4.12. Conduct of Meetings.** The president, and in the absence of the president, the vice-president, and in the absence of both those officers, any director that

the attending directors choose shall call the Board of Directors meeting to order and shall act as chairperson of the meeting. The Corporation's secretary shall act as secretary of all Board of Directors meetings, but in the secretary's absence the presiding officer may appoint a director or other person present to act as secretary.

**Section 4.13. Compensation and Expenses.** The directors shall serve without a salary, but the Board may authorize the Corporation to pay reasonable expenses the directors incur in the performance of their duties.

**Section 4.14. Action Without a Meeting.** Any action required or permitted by the articles of incorporation, these bylaws, or any provision of Wisconsin Statutes 181 that the Board of Directors may take at a Board meeting it may take without a meeting, if one or more written consents, setting forth the action so taken, is signed by all of the directors entitled to vote on the action's subject matter and retained in the corporate records. Action taken pursuant to written consent shall go into effect when the last director signs the consent or on a date specified in that consent.

**Section 4.15. Ex Officio Director.** The Board of Directors shall invite the Dane County Horticultural Educator to serve as an ex officio, nonvoting director and to serve as horticultural advisor. In the absence of the Dane County Horticultural Educator, other Dane County Extension staff assigned to the Master Gardner program may substitute.

## **Article V Standing Committees of the Board Committees of the Board**

**Section 5.01. Standing Committees.** The Corporation shall have the following standing committees:

**Section 5.01.01. Executive Committee.** The president, vice-president, secretary and treasurer and one other director shall compose the Executive Committee. The Board of Directors will elect the other director promptly after the Annual Meeting. When the Board of Directors is not in session, the Executive Committee may have and exercise the powers of the Board. The committee may manage the affairs of the Corporation except to elect officers. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon the Board of Directors or any individual director by law.

**Section 5.01.02. Finance Committee.** The treasurer, one or more directors and other Corporation members who volunteer shall compose the Finance Committee. The Finance Committee is responsible for fiscal operations and for recommending guidelines for fiscal procedures, including bookkeeping, the annual budget of income and expenses and investment strategy, to the Board of Directors.

**Section 5.01.03. Community Services Committee.** One or more directors and other Corporation members who volunteer shall compose the Community Services Committee. This committee is responsible for identifying and developing ways in which the Corporation can share its expertise and resources with the community. It is also responsible for recruiting members to execute its projects.

**Section 5.01.04. Membership Committee.** One or more directors and other

Corporation members who volunteer shall compose the Membership Committee. This committee receives and maintains membership records and develops and maintains member benefits.

**Section 5.01.05. Program Committee.** One or more directors and other Corporation members who volunteer shall compose the Program Committee. This committee develops opportunities for members' continuing education and fellowship.

**Section 5.01.06. Communications Committee.** One or more directors, other Corporation members who volunteer, the Corporation's web master, the Corporation's newsletter editor, and other members with similar duties shall compose the Communications Committee. This committee manages the Corporation's communications with members and with the general public.

**Section 5.02. Other Committees.** The Board of Directors may create committees and appoint members to serve on committees with an affirmative vote of the majority of directors present at a meeting having a quorum. One or more directors shall serve on each committee. Unless otherwise specified, committees shall serve at the pleasure of the Board.

**Section 5.03. Committee Governance.** The Board of Directors may elect one or more of its members as alternate members of any committee. Alternates may take the place of any absent member at any committee meeting when requested by the president or chairperson of the committee. Each committee shall establish its own rules governing its activities, and shall report its activities to the Board of Directors as the Board requests. The president shall serve as ex officio member of all committees except the Executive and Nominating Committees.

## **ARTICLE VI Officers**

**Section 6.01. Number and Titles.** A president, a vice-president, a secretary and a treasurer will serve as officers of the Corporation.

**Section 6.02. Powers, Authority, and Duties.** Corporation officers shall have the powers and authority conferred and the duties these bylaws prescribe, as well as the parliamentary authority that the Corporation adopts.

**Section 6.03. Election, Term of Office and Compensation.** The Board of Directors shall elect directors to serve as officers for one-year terms. No officer may hold more than one office at a time. Each officer shall remain in office until the Board appoints a successor or until the officer's resignation, removal, or death. Officers will not receive compensation for their service.

**Section 6.04. Additional Assistants, Agents, etc.** In addition to the officers referenced in **Section 6.01** of these bylaws, the Corporation may have such other managers, assistants, and agents as the Board of Directors may deem necessary and appoint. Each such person will have the authority and perform the duties for a time period specified in these bylaws or by the Board.

**Section 6.05. Removal.** A majority of the Board of Directors may remove any officer or agent. This removal shall be without prejudice to the contract rights, if any, of the person removed. Appointment in and of itself does not create contract rights.

**Section 6.06. Resignation.** Any officer may resign at any time by giving written notice to the president. Any such resignation will take effect when delivered, unless the notice specifies a later effective date and the Corporation accepts that date. Unless the notice of resignation specifies otherwise, its acceptance is not necessary to make it effective.

**Section 6.07. Vacancies.** A vacancy in any office due to resignation, removal, disqualification, death, or any other reason will be filled in the manner prescribed for regular appointments to the office. Any vacancy will be filled for the remainder of the term.

**Section 6.08. The President.** The president shall act as the Corporation's chief executive officer and, subject to the Board of Directors' control, shall:

- (a) Preside at all Corporation meetings.
- (b) Appoint members to serve on committees.
- (c) Generally supervise all Corporation activities.
- (d) Have authority to sign, execute and deliver in the Corporation's name all instruments either when required, when the Board of Directors gives specific authorization, or when the president deems it necessary or advisable in the ordinary conduct of the Corporation's normal business. Exceptions are when the signing and execution of the instruments are expressly delegated by these bylaws or by the Board to other Corporation officers or agents or when law requires signature or execution by some other officer or agent.

**Section 6.09. The Vice-President.** If the president is absent, is unable or refuses to act, has died, or any other reason makes it impractical for the president to act, the vice-president shall perform the president's duties. When acting as president, the vice-president will have all the powers and all the restrictions of the president. The vice-president shall perform duties and exercise authority that the president or Board of Directors may delegate or assign. The vice president shall automatically succeed to the office of president when the office of president becomes vacant.

**Section 6.10. The Secretary.** The secretary shall:

- (a) Record and retain minutes of Board of Directors and member meetings.
- (b) Communicate all notices in accord with these bylaws or as required by law.
- (c) Act as custodian of the Corporation's records and properly file all books, reports, statements, certificates, and any other documents and records the law requires.
- (d) In general, perform all duties of the office of secretary and any additional duties assigned by the president or the Board of Directors.

**Section 6.11. The Treasurer.** The treasurer shall:

- (a) Take responsibility for and custody of all the Corporation's funds and securities;



receive and give receipts for money due and payable to the Corporation from any source; deposit all money in the Corporation's name in the banks, financial institutions, trust companies, or other depositories selected in accordance with **Section 7.04** of these bylaws; disperse funds by check or draft on the Corporation's authorized depositories, signed as the Board of Directors may require; take responsibility for the accuracy of amounts disbursed and preserve proper vouchers for all disbursements.

(b) Have the right to require officers, employees, or agents to submit reports or statements with information regarding the Corporation's financial transactions.

(c) Maintain correct records of the Corporation's funds, business and transactions at the Corporation's principal office or office designated by the Board of Directors, and share those records with any director upon request at that office.

(d) When requested, deliver to the Board of Directors or the president an account of the Corporation's financial condition and of all the treasurer's transactions. As soon as possible after the close of the fiscal year, submit to the Board such a report for the fiscal year.

(e) Serve on the Finance Committee.

(f) In general, perform all duties of the office of treasurer and any additional duties assigned by the president or the Board of Directors.

If required by the Board of Directors, the treasurer shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

## **ARTICLE VII Contracts, Loans, Checks, and Deposits**

**Section 7.01 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the Corporation's name or on its behalf. The authorization may be general or confined to a specific instrument. When an instrument is so executed, no requirement shall oblige any other party to make any inquiry into the authority of the signing officer or officers, agent or agents.

**Section 7.02. Loans.** No indebtedness for borrowed money shall be contracted on the Corporation's behalf and no evidences of such indebtedness shall be issued in its name unless a resolution by the Board of Directors authorizes it.

**Section 7.03. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness issued in the Corporation's name, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as determined by or under the authority of a Board of Directors resolution.

**Section 7.04. Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the Corporation's credit in banks, trust companies or other depositories selected by or under the authority of a Board of Directors resolution.

## **ARTICLE VIII Indemnification**

The Corporation shall, to the fullest extent authorized by Wisconsin Statutes Chapter 181, indemnify any director or officer of the Corporation against reasonable expenses

and against liability incurred by a director or officer in a proceeding in which he or she was a party because he or she was a director or officer of the Corporation. These indemnification rights shall not exclude any other rights which the director or officer may have. The Corporation shall, to the fullest extent authorized by Wisconsin Statutes Chapter 181, indemnify any employee, who is not a director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceedings if the employee was a party because he or she was an employee of the Corporation. The Corporation may to the fullest extent authorized by Wisconsin Statutes Chapter 181, indemnify, reimburse, or advance expenses of directors or officers.

#### **ARTICLE IX Amendments**

A two-thirds vote of members present and eligible to vote at any Annual Meeting may amend these bylaws, if Corporation members received previous notice of the action and copies of the proposed amendment are available to members at least two weeks before the Annual Meeting.

#### **ARTICLE X Seal**

The Corporation shall not have a corporate seal.

#### **ARTICLE XI Non-Discrimination Policy**

Except as otherwise required by law, MAMGA does not discriminate in the treatment of individuals, in admission or access to its programs and activities, in the provision of services, or in employment, or in any other matter on the basis of color; gender or sex; creed; disability; religion; national origin; ancestry; age; sexual orientation; pregnancy; marital or parental status; arrest or conviction record; or membership in the national guard, state defense force or any other reserve component of the military service.