

ARTICLE OF ORGANIZATIONS
AND
BY-LAWS

EAU CLAIRE AREA
MASTER GARDENERS ASSOCIATION

FORMERLY WEST CENTRAL WISCONSIN MASTER GARDENERS

ADOPTED OCTOBER 19, 1998
REVISED JANUARY 19, 1999
AMENDED MAY 20, 2002
AMENDED DECEMBER 4, 2006
AMENDED DECEMBER 7, 2009

BY-LAWS

ARTICLE I NAME AND LOCATION

The name of the organization shall be Eau Claire Area Master Gardeners Association and its location and chief place of business shall be in the State of Wisconsin. Its mailing address shall be 227 1st Street West, Altoona, Wisconsin, 54720-1601.

ARTICLE II PURPOSES

The purpose of this organization is exclusively for horticultural education to supplement the effort of the University of Wisconsin Extension Program and thereby provide education and information on horticulture to the residents of West Central Wisconsin without the inclusion of any purpose or intention of carrying on any business, trade, evocation, or profession for profit. The UW-Extension agent with horticulture responsibilities will advise and help direct the focus of the organization in keeping with the objectives of UW-Extension. The educational purposes are to be within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III MEMBERSHIP

Section 1 Voting

A. Voting Members of WIMGA AND ECAMGA

Certified Master Gardeners – those persons certified by UW-Extension for Good standing is accomplished by completing the yearly training and service requirements of UW-Extension for maintenance of certification as a Master Gardener as determined by the members' local association or county.

Intern Master Gardeners – those persons who have completed the UW-Extension Master Gardeners Training Program by have not satisfied the service requirement for certification.

B. Non-Voting Members of WIMGA

Inactive Master Gardeners – those persons who have been active Master Gardeners but who have not accomplished the yearly training and service required by UW-Extension as determined by the member's local association or county. Voting rights are suspended until UW-Extension requirements for recertification have been completed.

Student Master Gardeners – those persons currently taking Master Gardener training but who have not completed the Training Program.

- Must work with a certified or intern Master Gardener or any Master Gardener project.
- Must not represent themselves as a UW-Extension Master Gardener or give advice representing UW-Extension until they become intern Master Gardeners.

Associates – those persons who join during the period when Master Gardener training is not available but plan to comply with the standards for Certified Master Gardeners at the next available training opportunity. An associate member

- Must work with a certified or Intern Master Gardener on any Master Gardener project.

- Must not represent themselves as a UW-Extension Master Gardener or give advice representing UW-Extension until they become Intern Master Gardeners.

Friends of Master Gardeners – those persons who wish to support the association from the industry, business or the community but who do not plan to take Master Gardener training. Friends also include persons who take the Master Gardener training for a higher fee with the understanding that there will be not volunteer service hours required.

Each individual member shall be entitled to cast one vote at any election or on any subject at any regular, annual, or special meeting of the members, and such votes may be cast in person or by written proxy limited to the meeting designated in the proxy.

Section 2 All Eau Claire Area Master Gardeners, if they so wish, shall be members of the local Association and/or State Organization.

Section 3 Only members paying annual dues shall be in good standing.

ARTICLE IV MEETINGS OF MEMBERS

Section 1 The annual business meeting shall be held by the end of the year as determined by the Board, at which meeting the Board of Directors shall be elected by the members. It shall be the duty of the Secretary to give thirty days notice, in person, by e-mail, or by mail, to all members, of the annual business meeting.

Section 2 Regular meetings, at intervals established by the membership, may be scheduled, if so desired by the membership.

Section 3 At such meetings each member shall be entitled to one vote.

Section 4 The conduct of all meetings of members shall be governed by the provisions of Roberts Rules of Order. Newly Revised, except when the same are in conflict with these bylaws.

Section 5 At any meeting of the members of the Association, members present shall be sufficient to constitute a quorum for the transaction of business, and a majority of the votes of such quorum shall be sufficient to elect Directors.

ARTICLE V BOARD OF DIRECTORS

Section 1 The board of Directors of the Association shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Association. All powers of the Association except those specifically granted to or reserved for the members by law, or these bylaws, shall be vested in the Board of Directors.

Section 2 At no time shall the Board of Directors consist of less than five or more than nine Directors. At the annual business meeting, an election from nominees from the floor shall be held to elect three to four Directors for two-year terms. No Director shall serve more than two consecutive two-year terms. Should there be an insufficient number of nominees from the floor the Board President shall appoint a nominating committee consisting of three Board Members. The election will be held at the following monthly meeting. At the first meeting of the year, the Directors shall elect officers among themselves to include President,

Vice-President, Secretary, and Treasurer. The Presidency may be a shared position of two Directors. The officers and Directors so selected shall constitute the Board of Directors of the Association for that business year.

Section 3 The President, Vice-President, Secretary, Treasurer, and the immediate past President shall constitute the Executive Committee. The Executive Committee shall have and exercise such authority as may be delegated to it by the Board of Directors in the management of affairs of the Association.

Section 4 In the case of any vacancy in the Board of Directors, though death, resignation, disqualification, or any other cause, the remaining Directors by a majority vote of the whole thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant or until the election of his successor by the members of the Association. Any Director ejected or appointed may be removed by the Board at a duly called meeting whenever in its judgment the best interest of the Association is served thereby.

Section 5 A majority of the Board of Directors shall constitute a quorum for the transaction of business, and a majority of the votes of such a quorum shall be sufficient to pass any measure coming before the Board. Conduct of all meetings of the Board of Directors shall be governed by the provision of Roberts Rules of Order, Newly Revised, except when the same are in conflict with these bylaws.

A mail vote of the Board of Directors may be taken and shall be sufficient on any questions of routine procedure. On matters of policy a mail vote shall not be sufficient except in the case of a meeting previously called which had failed because of a lack of a quorum and for which complete notice of the questions concerned has been sent to all Directors.

Section 6 Regular meetings of the Board of Directors shall be held at such times and places as the Board, by resolution, shall appoint. The President or a majority of the Executive Committee may call special meetings by giving the fifteen days notice to each Director.

Notice of meetings of the Board may be waived in writing, signed by all members of the Board, whether before, at, or after the time of the meeting.

Attendance of a member of the Board at any such meeting shall constitute a waiver of notice, unless such attendance is for the purpose of protesting that the meeting was not lawfully called.

Section 7 The Board of Directors may provide for the issuance of appropriate Certificates and Badges of Membership.

Section 8 The Board of Directors shall keep minutes and records of all its proceedings and of committees acting under its authority. It shall, at all times, have available for the annual business meeting of members and special meetings thereof, a list of the names and addresses of the members entitled to vote at such meetings.

Section 9 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Association.

Section 10 The Board of Directors shall have the power and authority to receive and administer funds and other assets of the Association. The Board of Directors shall have the power to sell or dispose of the whole

or any part of the property, either real or personal, which the Association may own, and to acquire other property. The Board of Directors by resolution entered in its minutes may classify portions of its assets as held for investment, endowment, or annuity purposes. Where so classified, such assets may be disposed of at the discretion of the Board and in such manner as the Board deems in the best interests of the purposes for which the Association is formed. Between meetings of the Board of Directors, assets so classified may be disposed of by the Executive Committee as so authorized for the purposes for which the Association is formed.

Section 11 The Board of Directors shall serve in an advisory capacity to the University of Wisconsin Master Gardener Program, and represent the interest of the Master Gardener Association in the Eau Claire area.

Section 12 The Board shall nominate a member of the electorate or a Director to act as Local Association Representative to WIMGA and to the Western District.

ARTICLE VI OFFICERS

Section 1 The duties of the President, Vice-President, Secretary, and Treasurer shall be such as are usually imposed upon such officials of associations, and as are required by law, and such as may be assigned respectively by the Board of Directors.

Section 2 Checks upon the bank account of the Association shall be signed by one or two such officers as the Board of Directors may, from time to time, by appropriate resolution appoint for such purpose.

ARTICLE VII FINANCES

Section 1 Funds may be solicited for the purposes previously approved by the Board of Directors. The Board shall approve only such purposes as are not in conflict with the stated purpose of the Association. The Board shall collect annual local/state Association membership dues by December 15 for the following business year. The Board will consider changes in the membership dues at the Board Meeting previous to the annual Business Meeting.

Section 2 Upon the dissolution of this Association the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Association, dispose of all or organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law) as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court for the county in which the Association was maintaining its principal place of business or such other court as may be required or permitted by law exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Section 3 All contributions are to be deposited with the Treasurer; and the Treasurer shall record all contributions and disbursements from the Association.

Section 4 Expenses for the accounting year shall not exceed funds available to pay them that year. The accounting year shall run from January 1st to December 31st.

Section 5 The Board of Directors shall, prior to the end of each accounting year, prepare an itemized statement of the proposed operating expenses and budget for all purposed receipts and disbursements for the following accounting year.

Section 6 An audit report of the finances of the Association shall be made annually by the audit committee at the end of each accounting year; and at such times if any, as the Board of Directors shall direct. The auditing committee shall be appointed by the Board of Directors.

ARTICLE VII PARLIAMENTARY AUTHORITY

Rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the organization may adopt.

ARTICLE IX AMENDMENTS

These By-Laws may be altered amended or repealed and new By-Laws may be adopted by a two-thirds majority of the membership present at any Association meeting if at least thirty days written notice signed by the President or Secretary is given to all members of the Association of intention to alter, amend, or repeal, or to adopt new By-Laws at such a meeting.

ARTICLE X PROXY VOTING

Voting by proxy is permitted to the extent permitted by the laws of the State of Wisconsin subject to such rules and restrictions, if any, as may be imposed by the Board of Directors.

ARTICLE XI LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Association shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII OPERATION LIMITATIONS

Notwithstanding any other provisions of the ARTICLES, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation of contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or subsequent Federal Internal Revenue Law.