



BYLAWS OF THE OREGON MASTER GARDENER™ ASSOCIATION

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Revisions
Revised Article III, Section 7 – August 6, 2015
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OMGA_ByLaws. With changes approved March 4, 2017

Revised Article III, Section 7 – Approved March 4, 2017
Added Article III, Section 9 - Approved March 4, 2017
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Deleted Article V, Section 5 and Renumber Remaining Sections - Approved March 4, 2017
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BYLAWS OF OREGON MASTER GARDENER™ ASSOCIATION

ARTICLE I PURPOSE

The primary purpose of Oregon Master Gardener™ Association (OMGA) shall be;

- To enhance and supplement the Oregon State University Home Horticulture Program (Master Gardener™ Program).
- To assume responsibility for performing special tasks and engaging in continuous activities related to the Program.
- To work with other garden organizations to enhance gardening when appropriate.
- To award scholarships for post-secondary education in the fields of horticulture and plant sciences on the basis of scholastic merit and need.

ARTICLE II CHAPTERS

Section 1. Organization. This is a statewide organization comprising chapters in designated geographic areas of the state. Chapters may include one or more counties for administrative practicality.

Section 2. Membership. Membership in a local chapter shall automatically make the member a member of OMGA. The local chapter will send the amount of dues required by OMGA for each of its members. The requirements for membership in a local chapter shall be the same as those for OMGA. The local chapter may charge an additional amount for local chapter dues.

Section 3. Articles of Organization and other Founding Documents. Each local chapter admitted to the OMGA shall adopt Articles of Association or Incorporation. The Articles of Association or Incorporation must include a statement that the local chapter is subject to the general supervision and control of the Oregon Master Gardener Association. Each local chapter shall obtain an Employer Identification Number from the Internal Revenue Service. Each local chapter shall adopt bylaws with provisions that the chapter is run by its Board of Directors, or a similar governing Board known by a different name and that the Board members and officers are elected by the active members of that chapter. The chapter bylaws shall also provide for the election by the members of the chapter of a representative and an alternate representative for the Board of Directors of OMGA.

Section 4. Admission and Termination of Chapters. Upon compliance with Article II, Section 3, a local chapter may apply to OMGA for admission as a chapter of the association. OMGA reserves the right to terminate the status of a chapter as a member of OMGA, with or without cause.

Section 5. No Liability. The local chapters shall function autonomously, except as provided differently in these bylaws. OMGA shall have no liability of any kind for any acts of the local chapters or their members. The local chapters are not agents of OMGA and shall not hold themselves out as such.

ARTICLE III

MEMBERS OF OMGA

Section 1. **Classes and Voting.** There shall be three classes of members of OMGA: Active, Honorary and Associate.

Section 2. **Active Membership.** Anyone obtaining Oregon State University Extension Service Master Gardener™ certification is qualified to be an active member upon payment of dues. Active members shall have the right to vote for their Chapter's representative on the OMGA Board of Directors, and on any other matter on which these Bylaws or the law requires a vote of the membership.

Section 3. **Honorary Membership.** Honorary members automatically include the Oregon State University Extension Staff engaged in the Master Gardener™ program. Honorary members are exempt from payment of dues, and may not vote or hold office. Extension Staff eligible for honorary membership, but who have completed the Master Gardener™ training and who otherwise qualify for active membership, may elect to pay dues and participate as an active member.

Section 4. **Associate Membership.** Associate members are persons who further the objectives of the Master Gardener™ program. Such membership carries no voting rights. Associate members are ineligible to hold office.

Section 5. **Termination of Membership.** Membership on the OMGA Board of Directors may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reason for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 6. **Annual Meetings.** The annual meeting of the members shall be held in conjunction with the Master Gardener™ statewide activity.

Section 7. **Notice of Meetings.** Notice of the meeting of the members shall be given to each member at the last address of record, by first Class mail or by e-mail, at least 7 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 8. **Open Meeting Policy.** Meetings of the Board and Executive Committee are open to all current members of OMGA and all are encouraged to attend and participate in the discussion.

Section 9. **Voting.** Voting members must be present, either physically or electronically, at the meetings to cast a vote.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **Duties.** The affairs of OMGA shall be managed by the Board of Directors.

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OMGA_ByLaws. With changes approved March 4, 2017

Section 2. Composition. The Board shall be composed of one representative elected by each chapter, the members of the Executive Committee and one non-voting member, who is the Oregon State University Extension Service Master Gardener™ Program Leader.

Section 3. Term. The term of office for board members shall be one year. A board member may be reelected without limitation unless the number of terms he or she may serve is otherwise limited by his or her chapter.

Section 4. Vacancies. Vacancies on the Board of Directors and newly created board positions will be filled by the chapter that the board member will represent, as provided by the bylaws or resolutions of the Board of that chapter, except as otherwise specified in Article VI.

Section 5. Quorum and Action. A quorum at a board meeting shall be a majority of the number of board members fixed by these bylaws. If a quorum is present, action is taken by a majority vote of directors' present, except as otherwise provided by these bylaws or the law. Where the law requires a majority vote of directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve or for other matters, such action is taken by the majority as required by the law.

Section 6. Regular meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the time, date, place or purpose of these meetings is required.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each board member personally or by telephone or by mail not less than two days prior to the special meetings.

Section 8. No Salary. Board members shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 9. Electronic or Telephonic Meetings. Board meetings may be held and individual directors may participate by telephone, video conferencing, internet based communications or other similar methods so long as all participating directors may simultaneously be heard by all the other participating directors during the meeting. A director participating in a meeting by any of these methods is deemed present for purposes of a quorum and for voting.

Section 10. Decision by Email/Written Consent. Any decision required by law to be made at a meeting of the board or any decision which may be made at a board meeting may be made without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the directors. To gain this unanimous consent, a clearly stated motion must be sent to all of the directors on the Board by e-mail or mail, with clear instructions that this process requires 100% of the directors serving on the Board to vote "yes" for the motion to pass. The signed written consents of board members may be delivered back to the Corporation by email or mail. For making Board decisions by email, a director's written consent is considered to be signed when the director electronically "sends" the email containing his or her vote back to the Secretary or President. Motions are adopted and effective on the date that 100% of the Directors in office have responded with an affirmative "yes" vote. If any director votes "no", abstains,

or fails to vote, then the motion fails to pass. A printed record of each director's email vote must be kept in the corporate records.

ARTICLE V COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of all officers, and appointed positions of OMGA: Historian, Newsletter Editor, Past President, Database Manager and Web Master. All shall be entitled to vote at Executive Committee meetings. The Oregon State University Extension Service Master Gardener Program Leader shall be an honorary member of this committee but shall not be entitled to vote. The Executive Committee will conduct business that requires action prior to the next Board meeting. An accounting of any/all actions taken by this committee shall be fully disclosed at the next Board meeting. The Executive Committee must comply with the provisions of the bylaws applicable to the full Board for giving notice of its meeting, having a quorum present, or for participating, voting and decision making. All Executive Committee decisions must be recorded in official minutes, which must be submitted to the full Board.

Section 2. Audit Committee. An Audit Committee shall be appointed by the President. This committee shall conduct an audit of the financial records on a quarterly basis and report results to the Board of Directors.

Section 3. Finance Committee. A Finance Committee shall be appointed by the President to be presided over by the Treasurer. Such committee shall submit at the last regular meeting of the year a proposed budget for the next fiscal year and make other recommendations as they deem advisable.

Section 4. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 5 Quorum and Action. A quorum at a committee meeting shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority of committee members present.

Section 6. Limitation on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of OMGA to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of OMGA's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Section 7. Information Disclosure by Committees to the Treasurer. Any committee involved in fund raising activities shall keep the Treasurer fully informed of these activities.

ARTICLE VI OFFICERS

Section 1. Titles. The officers of OMGA shall include the President, President Elect, 1st Vice President, 2nd Vice President, Secretary and Treasurer.

Section 2. Election. The Board of Directors shall elect the officers at the last regular meeting of the year. All active members of OMGA, in good standing with their local chapter, are eligible to be officers, although no officer shall serve concurrently as the representative of a chapter. Nominations shall be made by a Nominating Committee. Nominations from the floor may also be made by Board members.

Section 3. Term. The Officers shall serve one-year terms commencing on January 1. An officer may be reelected for one term. Following two consecutive terms in the same office, a one-year time lapse must occur before an officer is eligible to be elected to that office unless the Board of Directors waives the restriction in a specific situation by a two-thirds majority vote because of special considerations. An officer may be elected to a different office immediately following the holding of an office.

Section 4. Vacancy. Officer vacancies occurring during a term of office shall be filled by appointment by the President with the approval of the majority of the Board of Directors present at the next Board meeting. A member appointed to fill an unexpired term of an officer is eligible for election to the same office, or another office, at the expiration of the appointed term.

Section 5. Removal. An officer may be removed by a vote of two-thirds of the Board members present at a meeting.

Section 6. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it deems necessary and desirable. They shall hold their offices for such terms and have such duties as shall be determined by the Board of Directors.

Section 7. Elected Officers. In addition to the duties stated elsewhere in these bylaws, the following responsibilities and authorities are assigned to the OMGA officers:

- A. The President shall preside at regular and special OMGA meetings and shall have the authority to appoint such committee chairs and members as necessary subject to the approval of the majority of the Board of Directors present at the next Board meeting.
- B. The President Elect shall preside at OMGA meetings in the absence of the President and may serve as Parliamentarian at the discretion of the President and shall assume the office of President in the event that the President should be unable to perform the duties of the office. The President Elect will assume the office of President at the expiration of the current President's term. The President Elect shall act as chair of the Nominating Committee. The President Elect shall organize Leadership Day prior to Mini College with the help of the Past President.
- C. The 1st Vice President shall supervise the arrangements of the Mini-College, including registration, classroom facilities, housing, meals and Award Banquet. The 1st Vice President shall work closely with the 2nd Vice President to coordinate efforts to present Mini-College as an outstanding educational venue for Master Gardeners and the general public.
- D. The 2nd Vice President's duties shall include acting as the chair for selection of speakers, speaker room assignments, and speaker AV needs for Mini College
- E. The Secretary shall keep the minutes of the meetings, assist the President in conducting necessary correspondence and perform related duties as requested by the President.

- F. The Treasurer, or his or her delegate, shall have custody of OMGA funds and keep full and accurate accounts of receipts and disbursements in the books belonging to OMGA, deposit all monies and other valuables in the name of and to the credit of OMGA in such depository. The Treasurer shall monitor the activities of all fund-raising committees.

The Treasurer shall be authorized to disburse funds specified in the annual budget, submitted as specified in Article V, Section 3, and approved by the Board of Directors. The Treasurer is also authorized to disburse those funds not specified in the approved annual budget when directed by action of the Executive Committee or the Board of Directors. The Treasurer shall provide a report of all transactions of the Treasury and of the financial condition of OMGA at each regular meeting or as required. The Treasurer shall serve without bond.

Section 8. No Salary. Officers shall not receive salaries for their services, but may be reimbursed for expenses related to their duties.

ARTICLE VII AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a vote of two-thirds of the director's present, if a quorum is present. Prior to the adoption of the amendment, each board member shall be given notice at a quarterly meeting that the proposed amendment is to be considered at the next quarterly meeting. (July 28, 2010)

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1. Dues. Annual dues to OMGA shall be decided at the third quarterly Board of Directors meeting of the year. The membership year shall begin each January 1. Chapters shall collect and forward dues for their members to the Treasurer by April 1.

Section 2. Conduct of Meetings. Robert's Rules of Order Simplified and Applied (latest revisions) shall govern the procedural conduct of all OMGA Meetings.

Section 3. No Discrimination. No discrimination in any aspect of the Oregon Master Gardener™ Association shall be made for sex, race, color, age, sexual preference, creed or national origin.