

BYLAWS of the OREGON MASTER GARDENER™ ASSOCIATION

Name

The name of the organization shall be Oregon Master Gardener™ Association. The Oregon Master Gardener Association (OMGA) is a nonprofit association under Section 501(c)(3) of the Internal Revenue Code.

Article I: Purpose

The primary purpose of Oregon Master Gardener Association (OMGA) shall be to enhance, supplement, and advocate for the Oregon State University Extension Master Gardener Program (MG Program).

To this end, OMGA shall, in cooperation with the OSU Extension Master Gardener Program:

- 1.1 Provide education and information on horticulture to Oregon Master Gardeners.
- 1.2 Assume responsibility for performing special tasks and engaging in continuous activities related to the MG Program.
- 1.3 Provide funding for the Ray McNeilan scholarship for post-secondary education in the fields of horticulture and plant sciences.
- 1.4 Raise funds and seek contributions in-kind for the support of the above activities.
- 1.5 Work with other garden organizations to enhance gardening when appropriate.
- 1.6 Develop and maintain appropriate Chapter involvement in community partnerships and public service projects.

Article II: Organization

OMGA is a statewide association of Master Gardeners and supporters of the OMGA mission governed by a Board of Directors consisting of elected representatives from each Chapter and elected officers.

- 2.1 Members are locally organized into Chapters in designated geographic areas of the state.
- 2.2 Governance is through a Board of Directors comprised of one elected representative from each Chapter and elected officers of OMGA.
- 2.3 Chapters may include one or more counties.
 - 2.3.1 Upon compliance with Article II, Section 2.4, a Chapter may apply to OMGA for admission as a Chapter of the association.
 - 2.3.2 OMGA reserves the right to terminate the status of a Chapter as a member of OMGA, with or without cause.
- 2.4 Each Chapter admitted to the OMGA shall:
 - 2.4.1 adopt Articles of Association or Incorporation. The Articles of Association or Incorporation shall include a statement that the local Chapter is subject to the general supervision and guidance of OMGA.
 - 2.4.2 comply with state and university regulations and policies including but not limited to financial requirements.
 - 2.4.3 obtain an Employer Identification Number from the Internal Revenue Service.
 - 2.4.4 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 for the Board of Directors of OMGA.
 - 2.4.5 Submit dues to OMGA.

Article III: Members

- 3.1 Membership in a Chapter shall automatically make the member a member of OMGA. The requirements for membership in OMGA shall be the same as membership as defined by each Chapter.

- 3.2 Membership in OMGA is an acknowledgement by the member that the member willingly adheres to the guidelines established by the MG Program when acting as a Master Gardener.

Article IV: Board of Directors.

The OMGA Board of Directors shall consist of elected Officers of OMGA, elected representatives of each Chapter, and OSU Extension Service Master Gardener Program leader who shall serve as an *ex officio* member.

- 4.1. The OMGA Board of Directors shall manage the business of OMGA including, but not limited to:
- 4.1.1 Election of officers.
 - 4.1.2 Allocation of resources, including hiring support staff as needed.
 - 4.1.3 Advocacy for diversity, equity and inclusion.
 - 4.1.4 Selection of Award recipients and awarding of scholarships.
 - 4.1.5 Appointment of standing and ad hoc committees.
 - 4.1.6 Appointment to non-elected positions as described in Policies and Procedures.
- 4.2 The Board of Directors shall elect the officers at the last regular meeting of the year. Nominations shall be made by a nominating committee. Nominations from the floor may also be made by Board members.
- 4.2.1 In cases of an unforeseen, unanticipated, or uncontrollable situation, the Board of Directors may reschedule elections in a reasonable period of time not to exceed 12 months.
 - 4.2.2 Officers shall be elected by a majority of members voting according to procedures that include virtual options as stated in the Policies and Procedures.
- 4.3 Elected officers, a Past President, and three members in appointed positions shall serve as an Executive Board to conduct business that requires action prior to the next Board meeting.
- 4.3.1 The Executive Board shall comply with the provisions of the bylaws applicable to the full Board for giving notice of its meeting, having a quorum present, and for participating, voting, and decision making.
 - 4.3.2 Elected members of the Executive Board shall take action on all matters needing attention prior to the general Board meeting.
 - 4.3.3 All Executive Board decisions/actions shall be recorded in official minutes, and shall be submitted to the Board of Directors at the next meeting.
 - 4.3.4 The Past President shall be an ex-officio member of the Executive Board in an advisory capacity, as a non-voting member of the Board. In all other aspects, the Past President has the same rights as other committee members but is not obligated to attend Executive Board meetings.
- 4.4 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.
- 4.5 The service of Officers, Directors and members in appointed positions shall be without remuneration, except reimbursement may be made for appropriate out-of-pocket expenses upon presentation of verifying receipts to the Treasurer.

Article V Officers

- 5.1 The officers of OMGA shall include the President, President Elect, Vice President, Secretary, Treasurer, and other positions as noted in Section 4.4.
- 5.2 All active members of OMGA, in good standing with their local Chapter, are eligible to be officers.
- 5.3 No officer shall serve concurrently as the representative of a Chapter.
- 5.4 Officers shall serve one-year terms commencing on January 1. An officer may be reelected for one term.
- 5.4.1 Following two consecutive terms in the same office, a one-year time lapse shall 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 vote.
 - 5.4.2 An officer may be elected to a different office immediately following the holding of an office.

- 5.6 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.
- 5.7 An officer may be removed by a vote of two-thirds of the Board members present at a meeting.
- 5.8 In addition to the duties enumerated in OMGA Policies and Procedures, the following responsibilities and authorities are assigned to the OMGA officers:
 - 5.8.1 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.
 - 5.8.2 The **President Elect** shall stand-in for the President when the President is not available. If the President resigns or is otherwise unable to complete the duties of office, the President-elect shall perform the duties of the President for the unexpired term.
 - 5.8.3 The **Vice President** shall serve as Parliamentarian and perform duties as assigned by the President.
 - 5.8.3 The **Secretary** shall keep the minutes of meetings and assist the President in conducting necessary correspondence and perform related duties as requested by the President.
 - 5.8.4 The **Treasurer** shall have custody of OMGA funds, shall keep an accurate account of receipts and disbursements in books belonging to OMGA and provide reports to the Board as noted in Policies and Procedures.
- 5.9 Officers may be removed from office. Removal shall be at the recommendation of the Executive Board and shall require a two-thirds of the members present at a full Board meeting. Written or electronic ballots are required.

Article VI: Meetings

- 6.1 A quorum at a board meeting shall be the number of Board of Directors present.
- 6.2 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.
- 6.3 Regular meetings of the Board of Directors shall be held at the time and place determined by the Board of Directors.
 - 6.3.1 Meeting dates and times shall be posted on the OMGA calendar, OMGA website, and appear in the newsletter. No other notice of the time, date, place or purpose of these meetings is required.
- 6.4 Special Meetings. Special meetings of the Board of Directors to respond to urgent issues shall be held at the time and place to be determined by the Board of Directors.
 - 6.4.1 Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each board member personally or electronically not less than two days prior to the special meetings.
- 6.5 Participation in regular and special meetings may occur through electronic means such as telephone, video conferencing, internet-based communications or other similar methods as long as all participating directors may be heard simultaneously by all the other participating directors during the meeting.
 - 6.5.1 A director participating in a meeting by any of these methods is deemed present for purposes of a quorum and for voting.
- 6.6 Any decision 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 a majority of all directors.
 - 6.6.1 To gain-consent, a clearly stated motion shall be sent to all of the directors on the Board by e-mail or mail, with clear instructions that this process requires a majority of the directors serving on the Board to vote "yes" for the motion to pass.
 - 6.6.2 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.
- 6.6.3 Motions are adopted and effective on the date that the majority of the Directors in office have responded with an affirmative “yes” vote. A record of each Director’s email vote shall be kept in the association’s records.
- 6.7 Meetings are open to all Master Gardeners. Visitors are welcome at all meetings.

Article VII Committees

OMGA Committees are Finance, Financial Review, Board Nominations, Annual Education Event

- 7.1 A Finance Committee shall be appointed by the President to be presided over by the Treasurer. At the 4th Quarter Board of Directors regular meeting, such committee shall submit a proposed budget for the next fiscal year and make other recommendations as they deem advisable.
- 7.1.2 Prior to the submission to the full Board, the Treasurer/committee shall submit the proposed budget to Executive Board for review at their 3rd quarter meeting.
- 7.2 An Annual Education Event committee shall be appointed by the President and presided over by the President. This committee shall oversee the conference planning, including but not limited to: speakers, Silent Auction, conference venue, housing,
- 7.3 A Board Nominations ad hoc committee shall be appointed by the President and co-chaired by the President-Elect or Vice President.
- 7.4 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.
- 7.5 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 except to commit for payment those funds which are appropriate to the works of the committee as authorized by the Board and approved in the annual budget or by special approval of the Board or Executive Board.
- 7.6 Any committee involved in fund raising activities shall keep the Treasurer fully informed of these activities.

Article VIII: Miscellaneous

- 8.1 These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a vote of two-thirds of the directors.
- 8.1.1 Prior to the adoption of a bylaws amendment, each board member shall be given notice at a quarterly meeting that a proposed amendment is to be considered. Proposed revisions to the bylaws shall be submitted to the members not less than 2 weeks prior to a vote.
- 8.1.2 Changes to these Bylaws become effective at the time of approval by the members.
- 8.2 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.
- 8.3 Robert’s Rules of Order Simplified and Applied (latest revisions) shall govern the procedural conduct of all OMGA Meetings.
- 8.4 No discrimination in any aspect of the Oregon Master Gardener™ Association shall be made on the basis of age, race, color, religion, sex, sexual orientation, gender identity or expression, national origin, citizenship, marital or family status, pregnancy, disability, genetic information, protected veteran status / service in the uniformed service, or any other status protected by law or OSU policy.
- 8.5 Voting by members on issues including but not limited to bylaws, elections, and budget shall be conducted according to procedures that include virtual options as stated in the Policies and Procedures.

Article IX: Dissolution of the OregonMaster Gardener™ Association

- 9.1 In the event the Oregon Master Gardener Association ceases to function and dissolves itself, all assets after the obligations and expenses of the association have been satisfied shall be transferred to the Oregon State University Foundation on the behalf of the Oregon Master Gardener Program Endowment fund.
- 9.2 In no event shall any of the assets be distributed to any organization, which does not qualify as exempt under Section 501 (C) (3) of the Internal Revenue Code of 1954, or its corresponding future provisions.