

**BY-LAWS  
OF THE  
MASTER GARDENER FOUNDATION OF PIERCE COUNTY  
As amended on November 12, 2005**

ARTICLE I: NAME AND LOCATION

The name of the organization shall be: **MASTER GARDENER FOUNDATION OF PIERCE COUNTY**, a chapter of the MASTER GARDENER FOUNDATION OF WASHINGTON STATE, and its location and chief place of business shall be in Pierce County, Washington.

ARTICLE II: PURPOSES

The purpose of this organization is solely educational and charitable in furtherance of the Master Gardener Program in the State of Washington; without inclusion of any purpose or intention of carrying on any business, trade, avocation, or profession for profit. Without limitations as to the generality of the foregoing, the following purposes are specifically stated:

- A. To enhance and supplement the efforts of the Washington State University Master Gardener Program and thereby to provide education and information on horticulture to the citizens of the State of Washington.
- B. To do what is necessary to accomplish the purposes enumerated above, provided that no part of the activities of the organization shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation; nor for any gain to any private individual, director, or member of the organization.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility. All active Pierce County Master Gardeners in good standing are eligible for membership in this organization. Honorary Master Gardeners are not eligible to vote or hold office.

The membership of the Foundation shall consist of all Pierce County Master Gardeners who indicate their desire to be members.

Section 2. Voting. Each member shall be entitled to cast one vote at any election on any subject at annual and special meetings of the organization. All such votes must be cast in person at such meetings.

## ARTICLE IV: BOARD OF DIRECTORS

Section 1. Powers of the Board. The Board of Directors of the Foundation shall have all the powers and duties necessary to or appropriate for the management and administration of the affairs of the organization. All powers of the Foundation, except those specifically granted to or reserved for the members in these by-laws shall be vested in the Board of Directors. (In the absence of a Board of Directors, the officers of the organization shall act in this capacity.) The Board of Directors may receive and administer funds and other assets. The Board shall serve in an advisory capacity to the Pierce County Washington State University Cooperative Extension on Master Gardener activities and encourage and promote interest in the Foundation.

Section 2. Board Make-up. The Board of Directors shall consist of twelve (12) directors (all officers being included) one of whom shall be President of the Foundation.

Section 3. Term of Office. The term of all directors shall be two years or until successors are duly elected. Directors are allowed to run for reelection to a second two-year term. Two consecutive two-year terms as a director is the maximum allowed. After a two year hiatus a member in good standing is eligible to run for election again. All offices shall be assumed immediately following appointment.

Section 4. Attendance. All directors are obligated to attend all regular and special meetings of the board and to participate in its committees. Directors may be excused from any meeting by the president, vice-president, or secretary. A director who is absent without excuse from three or more meetings of the board within a 12-month period may be removed by a majority vote of the whole board.

Section 5. Vacancies-Directors. In the event of a vacancy on the Board through death, resignation, incapacitation, disqualification, or other reason, the remaining Directors, by a majority vote of the whole thereof shall elect a successor to hold office for the unexpired term. At each Annual General Meeting, Directors shall be elected to fill all vacancies.

Section 6. Board Quorum. Seven members of the Board of Directors shall constitute a quorum for the transaction of business, and a majority of votes cast by such quorum shall be sufficient to pass any measure coming before the body.

Section 7. Board Meetings. Regular meetings of the Board of Directors shall be held monthly at such times and places as the Board shall determine by resolution. The President or a majority of the Board members may call special meetings. Foundation members may attend and speak at all meetings of the Board. Only members of the Board of Directors may vote at Board meetings.

Section 8. Records. The Board of Directors shall prepare minutes and maintain records of its proceedings and of committees acting under its authority. It shall at all times have available for annual and special meetings of the Foundation current lists of the names and addresses of the members. The Secretary shall make minutes and records of the Board available for examination at a convenient time and place. The Secretary shall keep copies of all minutes and other significant records and pass those records on to his or her successor.

Section 9. Donations to the Foundation. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise consistent with the purposes of the Foundation set forth in Article II.

Section 10. Disposal/Acquisitions of Property. The Board of Directors shall have the authority to sell or dispose of the whole or any part of the property (either real or personal) that the Foundation may from time to time own, and to acquire additional property.

Section 11. Agents/Employees. Agents and employees may be appointed, their duties assigned, and their compensation fixed by the Board of Directors.

## ARTIVLE V: NOMINATIONS AND ELECTIONS

### Section 1. Search Committee.

- A.** No later than three months prior to each Annual General Meeting, the Board of Directors shall appoint a Search Committee with the responsibility to nominate candidates for all positions to be elected at that Annual General Meeting. The Search Committee shall consist of five members, all of who shall be active Pierce County Master Gardeners in good standing and of whom no more than two may be current directors of the Foundation.
- B.** No later than two months prior to the general meeting, the Search Committee shall notify the general membership (by newsletter) of the board positions to be filled.
- C.** The Search Committee shall nominate one or more members for each open position. The Search Committee shall give careful consideration to the qualifications and experience of each nominated person, bearing in mind that people nominated for the position of Treasurer should have adequate knowledge of, and experience in, bookkeeping. Active Master Gardeners may make recommendations to the Search Committee. All such recommendations must be received by the Search Committee in writing or bye-mail no later than one month before the Annual General Meeting at which elections are to occur.
- D.** No later than one month prior to the general meeting, the Search Committee shall notify the general membership (by newsletter) of the recommended candidates for the open board positions.

Section 2. Eligibility and Elections. All Directors of the foundation shall be elected by its members, based on the nominations made by the Search Committee. Nominations may be presented from the floor at an Annual General Meeting. All members, in good standing, shall be eligible for election to office. Such elections are to be held annually in the fourth Quarter.

## ARTICLE VI: OFFICERS

Section 1. All duly elected members of the board are eligible to hold office. Officers shall be elected by the Board of Directors at the first Board meeting after the Annual General Meeting and shall serve for one year.

Section 2. Term of office. Officers are eligible to stand for election for up to four consecutive one year terms of office or until successors are duly elected.

Section 3. Duties. The duties of the President, Vice President, Secretary, and Treasurer shall be such as usually imposed upon such officials of organizations and as are required by law and any applicable regulation, and such as may be assigned to them respectively from time-to-time by the Board of Directors. The President shall also serve as the chairperson of the Board of Directors. All disbursements shall be by check, requiring the signatures of any two of President, Vice-President, and Treasurer. Under special circumstances, the board may appoint other signatories from within the Board of Directors.

Section 4. Vacancies. If a vacancy occurs in the office of the President, the Vice President shall automatically take that office and the Board of Directors shall appoint another Vice President for the unexpired term. Other vacancies shall be filled by appointment by the Board of Directors for the unexpired term.

Section 5. State Representative. The representatives to the State Foundation shall be appointed by the Board of Directors and shall consist of one appointed individual and one alternate appointed from the general membership and shall be titled State Directors. The terms of these directors shall be three years.

## ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.

Section 2. Special meetings may be called by a majority of the Executive Committee.

## ARTICLE VIII: MEETINGS

Section 1. Annual General Meeting. The annual meeting of the members of this organization shall be held in the fourth Quarter. It shall be the duty of the secretary to give thirty (30) days notice, by US mail, of the Annual Meeting to all members.

. Section 2. Special Meetings. Special meetings may be held at anytime upon call of the Board of Directors or upon request of at least ten (10) percent of those members eligible to vote at such meetings. It shall be the duty of the secretary to give fifteen (15) days notice by US mail of the meeting and its purpose to all members.

Section 3. Quorum. At any General or Special meeting of the foundation, forty (40) members shall be sufficient to constitute a quorum and a majority of the votes cast by such quorum shall be sufficient to transact business.

## ARTICLE IX: FINANCES

Section 1. Fiscal Year. The fiscal year of the foundation shall be January 1 to December 31.

Section 2. Contributions. Funds may be solicited for those purposes set forth in Article II. Contributions may be received for either regular or special needs or both. Contributions made for a specific purpose may be used only for that purpose. Contributions received without a designated purpose and without limitation are to be used at the discretion of the Board.

Section 3. Deposits. All contributions are to be deposited with the Treasurer, and the Treasurer shall record all contributions to and disbursements from the Foundation.

Section 4. Balanced Expenses. Expenses for the fiscal year, shall not exceed assets available and on hand for that period.

Section 5. Annual Budget. Prior to each Annual General Meeting of the Foundation, The Board of Directors shall prepare an itemized statement of the proposed operating expenses and budget for all anticipated receipts and disbursements for the ensuing fiscal year.

Section 6. Loans. No loans shall be made by the Foundation to any person or organization.

Section 7. Financial Commitments. No person shall make any financial commitment on behalf of the Foundation without the authority specifically granted by a motion passed at a Board meeting and properly recorded in the minutes of that meeting. Any person who proposes a project that requires financial support from the Foundation must state the maximum dollar liability.

## ARTICLE X: AUDIT COMMITTEE

Section 1. Election. An Audit Committee consisting of at least three people shall be elected at each Annual General Meeting. Although members of the Board of Directors, other than the Treasurer, may serve on the Audit Committee, those members shall be in the minority.

Section 2. No person may serve for more than two consecutive years on the audit committee.

Section 3. Reporting. The Audit Committee shall prepare a report of the Foundation's financial activities for presentation at each Annual General Meeting and at such other times as the Board of Directors may require.

## ARTICLE XI: PARLIAMENTARY AUTHORITY

Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern in all cases for which they are applicable and in which they are not inconsistent with the By-Laws or any special rules of order that the Foundation may adopt.

## ARTICLE XII: AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws adopted by a majority of the active membership present at any Annual General Meeting, provided at least thirty (30) days notice is given, by US mail, by the Secretary to all members of the Foundation. Publication in the monthly newsletter shall be regarded as adequate notice.

## ARTICLE XIII: DISSOLUTION

Upon dissolution of the Foundation, its assets shall be distributed to the Washington State University Puyallup Research and Extension Center for use in its Horticulture programs in Pierce County.