

# THE WINNBAGO COUNTY MASTER GARDENERS ASSOCIATION

By-Laws  
Revised 2/12/2008

## I. NAME AND LOCATION

The name and the organization shall be Winnebago County Master Gardeners Association, hereafter referred to as the Association. Its location and chief place of business shall be in Winnebago County, Wisconsin. Its mailing address shall be:

**Coughlin Center  
625 East County Road Y  
Suite 600  
Oshkosh, Wisconsin 54901-8131**

## II. PURPOSES

The purpose of this Association is exclusively for horticulture education to supplement the effort of the University of Wisconsin-Extension program and thereby provide education and information on horticulture and environmental stewardship to the residents of Winnebago County without the inclusion of any purpose or intention of carrying on any business, trade, avocation or profession for profit. The UW-Extension agent in the advisory capacity will help direct the focus of the Association in keeping with the objectives of UW-Extension. The Association shall operate within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

## III. MEMBERSHIP

Any adult or business can participate in the Master Gardener Program.

Section 1. Membership in the Association shall consist of the following categories:

### A. VOTING MEMBERS

1. Certified Master Gardeners-those persons certified by UW Extension who are in good standing of this Association. Good standing of this Association is accomplished by completing the yearly training or continuing education, and service required by UW Extension for maintenance of certification as a Master Gardener as determined by the member's local association, and after paying yearly dues.
2. Intern Master Gardeners-those persons who have completed the UW Extension Master Gardener Training Program but have not satisfied the service requirement for certification.

## **B. NON-VOTING MEMBERS**

1. Inactive Master Gardeners – those persons who have been active Master Gardeners but who have not accomplished the yearly training and service required by the UW-Extension as determined by the member's local association. Voting rights are suspended until the UW-Extension requirements for re-certification have been completed.
2. Student Master Gardeners – those persons currently taking Master Gardener Training but who have not completed the training program. These members must:
  - a. Work with a Certified or Intern Master Gardener on any Master Gardener project.
  - b. Not represent himself/herself as a UW-Extension Master Gardener or give advice representing the UW-Extension until they become Intern Master Gardeners.
3. Associates – those persons who join during the period when Master Gardener Training is not available, but plan to comply with the standards set for Certified Master Gardeners at the next available training opportunity. An Associate member:
  - a. Must work with a Certified or Intern Master Gardener on any Master Gardener project.
  - b. Must not represent himself/herself as a UW-Extension Master Gardener or give advice representing the UW-Extension until they become an Intern Master Gardener.
4. Friends of Master Gardeners – those persons who wish to support the Association from 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 no volunteer service hours required.

## **C. LOCAL ASSOCIATION NON-VOTING MEMBERS**

1. Alumni Members – those persons who can not complete the yearly training and/or volunteer service required by the UW-Extension to maintain Certified Master Gardener status, but have been active members for at least five years.
2. Emeritus Members – to become an Emeritus member you must have at least 10 (ten) years of active membership. You also must have been an Officer or member of the Board to achieve this honor. In lieu of that you have to have been the chair of a larger project for at least 2 years. When you are an Emeritus member you have every right any active member has. You however, do not have to put in any volunteer hours, nor do you have to pay dues any longer. If you have achieved the necessary steps to be an Emeritus member and would like to become one, notify any Board member.

## **D. Dues**

1. The annual dues associated with each class and category of membership shall be determined by the Board. Dues are payable to the Treasurer at the time of application for membership and thereafter on January 1 of each year.
2. Current State Master Gardener Association dues will be added to the current local Master Gardener Association dues at the time of application for membership and thereafter on January 1 of each year.

## **IV. MEETINGS OF MEMBERS**

### **A. MONTHLY ASSOCIATION BUSINESS MEETING**

Section 1. The monthly Association meeting shall be held on the agreed upon date and time to conduct the business of the association.

## **V. BOARD OF DIRECTORS**

Section 1 The local association board shall consist of eleven (11) total members consisting of the four elected officers (two (2) year terms), the two most immediate past officers (one (1) year term) and five (5) elected members from the membership at large (three (3) year term). If an officer is re-elected for another term, the Board shall elect his replacement for the one (1) year term.

1. In order to maintain the current eleven (11) board, designate the Education Committee chair to assume one (1) of the five (5) approved membership at large positions leaving four (4) membership at large positions. This position would not expire as other board seats do but would change with the leadership of the Education Committee.

Section 2. The Board shall prescribe the terms and conditions of the membership of the local Association

Section 3. The Board shall establish and implement rules and regulations for setting Association goals and strategies, and for evaluating progress towards the completion of these goals and strategies. The President may appoint committees with such goals in mind.

Section 4. The Board shall have the power to revise the By-laws. The revisions will be presented at the next scheduled association meeting for review. At which time the Association may adopt the revised By-laws.

Section 5. The Board shall keep minutes and records of all its' proceedings and of committees acting under its' authority.

Section 6. The Board shall at all times have available a list of all names of the members entitled to vote at such meetings.

## **VI. OFFICERS**

Section 1. At November's meeting or at any meeting called for that purpose, the Association's members shall elect by a majority vote of those present, a Vice President and Secretary in even-numbered years, a President and Treasurer in odd-numbered years, terms to be served beginning in odd and even years respectfully.

Section 2. The officers of the Association shall be installed at the January meeting and shall hold office for two years.

Section 3. A special election shall be called by the board to fill a vacancy of any office.

Section 4. The President shall supervise and direct the objectives, policies and programs of the Association. (S)he shall preside at all meetings of the Association and of the Board. In his/her absence, and if the Vice-President is not present, the Board member in attendance shall appoint one of their own members to preside. The President shall be an ex-officio member of any and all standing or special committees. In general, the President shall have all powers and perform all duties incident to the office of President and such other powers and duties as may be prescribed by the Board from time to time.

Section 7. In the absence of the President the Vice President shall perform the duties of the President and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned by the President or Board.

Section 8. The Secretary shall be responsible for recording and reporting Association meetings. (S)he shall keep a membership record and shall exhibit same when requested by the Board. The Secretary shall give notice to all members of all meetings of the Association for which notice must be given as required by these By-laws. In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or the Board.

Section 9. The Treasurer shall have the care and custody of the general funds. The Treasurer shall see that all funds and securities are deposited in such banks or other depositories as the Board of the Association designates. In general, the Treasurer shall perform all duties incident to his/her office and any other similar duties as from time to time may be assigned by the President or the Board.

Section 10. In the absence of the Treasurer, the Vice President shall perform the duties of the Treasurer and when so acting, shall have all the powers of and be subject to all the restrictions of the Treasurer.

## **VII. MASTER GARDENER ADVISOR**

Section 1. The local Master Gardener Advisor will act as the initial contact person for the local association through the UW-Extension Office. The Advisor will answer questions, retrieve information, provide beneficial contact – person information and in any other way be helpful to Master Gardeners as a whole or its' committees while adhering to the guidelines set forth by the local Master Gardeners Association in their Standard Operating Procedure. The Master Gardener Advisor is an Ex-Officio Member. This position does not hold voting rights.

Section 2. The Advisor will pay all fees to attend Master Gardener functions as would a Master Gardener.

## **VIII. FINANCES**

Section 1. Checks upon the bank account of the Association shall be signed by Treasurer or Vice President.

Section 2. All contributions are to be deposited with the Treasurer; and the Treasurer shall record all contributions and disbursements from the Association.

Section 3. Expenses for an accounting year shall not exceed funds available to pay them in that year.

Section 4. The Board shall approve an itemized annual budget at each February meeting.

Section 5. The fiscal year of the Association shall commence January 1 and terminate on December 31.

Section 6. Annual Internal audit guidelines are under construction.

## **IX. SEAL OR LOGO**

Section 1. The official seal or logo of the Association, if any, shall have inscribed thereon the name of the Association and shall be in such form and contain such words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise made, placed or fixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal or logo.

Section 2. Use of seal or logo by business and industry, Friends of Master Gardeners or not, private parties, Wisconsin Master Gardeners Association member or not, for advertisement, profit or gain is strictly prohibited.

## **X. PROXY VOTING**

Voting by proxy is permitted only for election of officers, when a completed form for that purpose is registered with the Secretary at least one day prior to the meeting, and to the extent permissible by the laws of the State of Wisconsin.

## **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 or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **XII. OPERATIONAL LIMITATIONS**

Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by the Association 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 an Association, contributions, to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **By-Laws Dissolution Clause**

Should it become necessary to dissolve the Association, applicable rules of the State of Wisconsin and IRS must be observed. An attorney with knowledge of the corporate law as related to non-profit organizations has been retained to assist to ensure compliance with appropriate regulations and has developed the plan of dissolution (Reff Baivier Bermingham, Oshkosh, WI). Provision must be made for payment of all liabilities of the Association and distribution of Association assets, both monetary and physical, exclusively to one or more 501(c)(3) qualified organizations. Any assets loaned to the Association must be returned to the lender(s) prior to any distribution of assets. If the resolution to dissolve is proposed, the Board must approve the resolution. If there are no other remaining members, the resolution is enacted. If there are other members, the resolution must be presented to the members at least 21 days prior to a vote. Once the members approve the resolution to dissolve by a simple majority, the plan of dissolution can be enacted.

(rev. 4/2022)

### **Be it Resolved: Plan of Dissolution**

As the Winnebago County Master Gardener Association is no longer able to function as an active organization, it shall be dissolved and all of its assets distributed according to its bylaws and applicable laws set by the State of Wisconsin and the IRS.

Upon dissolution of the Winnebago County Master Gardener Association, the Board shall, after paying or making provision for the payment of all the liabilities of the Association and the return of all loaned assets to their owners, dispose of all its monetary assets exclusively for the purpose of the Association, to the Oshkosh Area Community Foundation and to its Scholarship office, for the purpose of continuing the Winnebago County Master Gardener Scholarship program. Pursuant to the contract with the OACF, the scholarship shall be awarded following the parameters already in use by the existing WCMGA Scholarship program: to be awarded to a student continuing in a post-secondary educational program in Horticulture, Landscaping, Agriculture, Forestry, Agronomy, Arborist, Conservation or Natural Resources. Current and/or existing Winnebago County Master Gardener Scholarship Committee members may make the scholarship selection if they so wish.

Non-monetary assets will be left to Winnebago County Horticulture Educator. If there is no Winnebago County Horticulture Educator, then to the Winnebago County Extension: (subject to inventory, April-May 2022).

At time of dissolution, it must be recorded the day, date and time of dissolution and by what means the vote was taken (simple majority). This information is to be provided to the firm of Reff, Bavier, Bermingham, Oshkosh, for them to process the dissolution.

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