

BYLAWS
OF THE
MASTER GARDENER FOUNDATION
OF
CLARK COUNTY, WASHINGTON
AMENDED October 19, 2022

ARTICLE I
NAME AND LOCATION

Section 1.1. The name of the organization shall be "Master Gardener Foundation of Clark County." The location and chief place of business shall be in Clark County, Washington. The Foundation's mailing address is 1919 NE 78th Street, Vancouver, Washington 98665.

ARTICLE II
PURPOSES

Section 2.1. The purposes for which this organization is formed are solely charitable and educational, including but not limited to the primary purpose of furtherance of the Master Gardener Program in Clark County, without the inclusion of any purpose or intention of carrying on any business, trade, avocation, or profession for profit. The Foundation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Foundation is distributive to, or inures to the benefits of, its members, directors, or officers except to the extent permitted under the Non-Profit Corporation Act of the State of Washington. Without limitation as to the generality of the foregoing, the following purposes are specifically stated:

- 2.1.1 To be established as a non-profit domestic corporation organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- 2.1.2 To enhance and supplement the efforts of the Washington State University Extension Clark County Master Gardener Program and thereby to provide educational resources and information on horticulture to the citizens of Clark County in the state of Washington.
- 2.1.3 Raise funds to be used to supplement and enhance the Master Gardener Program of the Washington State University Extension in Clark County.
- 2.1.4 Raise funds to be used for horticulture education related projects and programs in Clark County, to be distributed by awarding grants to qualified applicants.

ARTICLE III MEMBERSHIP

Section 3.1. Membership in the Foundation shall be open to all individuals in agreement with the purposes of the organization, providing annual dues are paid in full and such membership is approved by the Board of Directors in compliance with the Articles of Incorporation.

Section 3.2. All applications for membership shall be on a form which will incorporate the applicant's name, mailing address, telephone number, and email address. The application shall be signed by the applicant, that they agree to support the purposes of the Foundation and shall be submitted with payment of annual dues to the treasurer. The member is responsible for keeping the Foundation apprised of his/her current mailing address and telephone number; in case of failure to keep his/her address and telephone number current, the member shall not be entitled to any notice provided by these bylaws or otherwise.

Section 3.3. Membership dues shall be reviewed annually during the budget meeting, and any changes approved by the Board of Directors.

3.3.1 Membership dues shall be assessed annually. Membership is for one (1) year.

Section 3.4. Resignation. Any member may resign at any time. Dues shall be forfeited by the person resigning.

Section 3.5. Any member may be removed from the membership of the Foundation by a two-thirds vote of the members at any general meeting, annual or special meeting of the membership called for that purpose, for conduct deemed prejudicial to this Foundation, provided that such member shall have first been served with written notice of the accusations against him/her, and shall have been given opportunity to produce witnesses, if any, and to be heard at the meeting at which the vote is taken.

Section 3.6. Each individual member shall be entitled to cast one vote at any election or on any subject at any general, annual or special meeting of the membership. Voting may be done in person, by absentee ballot, or by electronic ballot. A ballot, referencing proposed changes and/or elections of Board of Directors, will be included with the advance written notice to members. The completed ballot must be received on or before the end of the specified voting period. Absentee ballots shall be tabulated at the same time as other ballots.

ARTICLE IV MEETING OF MEMBERS

Section 4.1. Periodic general meetings of the membership shall be held at such times and places as the Board of Directors shall deem proper. Members will be notified of changes to established meeting dates, times or places by email.

Section 4.2. The annual meeting of the members of the Foundation shall be held in the month of October (or other specified month if necessary) at a time and place established by the Board of

Directors. Members shall be notified by mail or email, at least fifteen (15) days in advance. Any business for the good of the Foundation may be conducted at the annual meeting, including the election of directors as set forth in these bylaws. (See the special requirements for the removal of member, Article III, Section 3.5; bylaws amendment, Article XI, Section 11.1; and dissolution, Article XII, Section 12.1).

Section 4.3. Special meetings of the Foundation may be called by a majority of the Board of Directors. Written notice of a special meeting shall be mailed or emailed to all members at least ten (10) days prior to the date fixed for such meeting. No business shall be transacted at any special meeting except such as is specified in the notice calling such meeting. (See the special requirements for the removal of members, Article III, Section 3.5; bylaws amendment, Article XI, Section 11.1; and dissolution, Article XII, Section 12.1).

Section 4.4. At any meeting of the members of the Foundation that business will be conducted, at least five members of the Board of Directors, including at least one officer, and any number of members present shall be sufficient to 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 Foundation, except the special requirements for the removal of member, Article III, Section 3.5; bylaws amendment; Article XI, Section 11.1; and dissolution, Article XII, Section 12.1.

Section 4.5. Voting for the election of directors, and the removal of members shall be by ballot. Voting on all other matters may be by ballot or otherwise, as the members may from time to time determine.

Section 4.6. All meetings shall be held in Clark County, Washington or via an accessible electronic meeting application.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1. The Board of Directors shall consist of nine members of the Master Gardener Foundation of Clark County, four of whom shall serve as Foundation officers.

Section 5.2. Directors. The Foundation shall have nine directors. Initially, three directors shall be elected for a one-year term, three directors shall be elected for a two-year term, and three directors shall be elected for a three-year term. Thereafter, as the terms of directors expire, three directors shall be elected for a three-year term until the election of successors, except as provided in Article V, Section 5.6, for filling vacancies. Each director must be a Foundation member in good standing. The term year shall run January 1 through December 31.

Section 5.3. Officers. The officers of the Foundation shall be President, Vice-President, Secretary, and Treasurer. During the December Board meeting, the Board of Directors elect shall select from within, directors for the positions of president, vice-president, secretary, and treasurer. The term of office is one year. Officers may not serve more than two consecutive terms in the same office, with the exception of the Treasurer, who may serve up to four (4) consecutive terms.

Section 5.3.1 Past President. To aid in continuity, a Director who serves as President shall serve as a Past President during the year following their term(s) as President. If a Director serves as the President during the final year of their term as a Director, they shall be offered an appointment to the Board of Directors to continue to attend Board of Director Meetings for an additional year in a non-voting, consultant capacity.

Section 5.4. Conflict of Interest. No Board member shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Foundation. Each individual shall disclose to the Foundation any personal interest which they may have in any matter pending before the Foundation and shall refrain from participation in any decision on such matter. Any member of the Foundation Board who is an officer, board member, or staff member of a grant recipient agency shall identify his or her affiliation with such agency; further, in connection with any Board action specifically directed to that agency, they shall not participate in the decision affecting that agency. All Board members must review and sign the Foundation Conflict of Interest policy annually.

Section 5.5. Quorum. A majority of the Board, with at least one officer present, 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 except the special requirements for approval and/or revision of the budget, Article IX, Section 9.5.

Section 5.6. Vacancies. In case of any vacancy on the Board of Directors, through death, resignation, disqualification or other cause, the Board of Directors may appoint a successor to hold office for the unexpired portion of the term of the officer or director whose place became vacant. An officer may be removed by a two-thirds vote of the Board members. A director may be removed, with or without cause, by two-thirds of the votes cast by Foundation members present at a duly called meeting.

Section 5.7. All Board of Director meetings shall be held in Clark County, Washington or via an accessible electronic meeting application.

ARTICLE VI EXECUTIVE ADMINISTRATOR

Section 6.1. The Executive Administrator is a non-voting Board member and acts as a liaison between the Foundation and the Master Gardener Program Coordinator, assists the President, and performs the duties listed in the job description. The Executive Administrator may be compensated as the Board of Directors shall determine. This position shall be appointed by the Board of Directors.

ARTICLE VII DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 7.1. President. The president shall supervise all activities of the organization; execute all Instruments in its behalf; preside at all meetings of the Board of Directors and of the membership; call such meetings of both as shall be deemed necessary; and perform other duties inherent in such office, or as defined in the job description.

Section 7.2. Vice-President. The vice-president shall act for the president in his/her absence and perform such other acts as the president may direct, or as defined in the job description.

Section 7.3. Secretary. The secretary shall take the minutes of all meetings of the Board of Directors, keep a depository copy file of the minutes of all meetings, and perform other tasks as defined in the job description.

Section 7.4. Treasurer. The treasurer shall receive and be accountable for all funds; pay all obligations incurred by the Foundation; maintain bank accounts and depositories; manage investment funds according to the Foundation's *Investment Policy*; provide monthly financial reports; and perform other tasks as defined in the job description.

Section 7.5. The Board of Directors shall have the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Foundation. All powers of the Foundation, except those specifically granted to or reserved for the members by law, or these bylaws, shall be vested in the Board of Directors.

Section 7.6. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Foundation.

Section 7.7. 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 Foundation may own, and to acquire other property. The Board, by resolution entered in its minutes, may classify portions of its assets 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 interest of the purposes for which the Foundation is formed.

Section 7.8. Without prejudice to the general powers conferred and the other powers conferred by statute, by the Articles of Incorporation and by these bylaws, it is expressly declared that the Board of Directors shall have the following powers, that is to say:

- 7.8.1 To appoint and employ, and at its discretion to remove, either permanently or temporarily, such officers, managers, subordinate managers, assistants, clerks, and agents, as it may, from time to time choose and to determine and fix their duties.
- 7.8.2 To determine who shall sign on the Foundation's behalf bills, receipts, endorsements, checks, releases, contracts, and documents.
- 7.8.3 To provide from time to time for the management of the affairs of the Foundation in such a manner as it may seem fit, and in particular, and from time to time to delegate any of the powers of the Board of Directors to any committee or agent except (1) the power to alter or amend these bylaws, (2) the power to elect officers, and (3) the power to fill vacancies in the membership of the Board of Directors.

ARTICLE VIII COMMITTEES

Section 8.1. Standing committees. The following standing committees shall be maintained: Development, Public Relations, Audit, and Nominating.

Section 8.2. Duties of the Standing Committees. Committee chairpersons shall report to the president or the president's designee.

- 8.2.1 Development. The purpose of the Development Committee is to raise funds to support the many Foundation projects.
- 8.2.2 Public Relations. The purpose of the Public Relations committee is to provide communication with the community at large.
- 8.2.3 Audit. The purpose of the Audit Committee is to report on the finances of the Foundation. The Audit Committee shall be proposed by the President and approved by the Board of Directors, and shall include at least two directors and two members-at-large of the Foundation. The Treasurer shall attend the audit.

- 8.2.4 Nominating. The purpose of the Nominating Committee is to propose candidates for election to the Board of Directors. The committee shall be appointed by the Board of Directors, and shall be chaired by the vice-president, and shall include at least one additional director, and two members-at-large of the Foundation.
- 8.2.5 Finance. The purpose of the Finance Committee is to track the Foundation's assets and recommend financial management actions to the Board of Directors.

Section 8.3. Committee chairpersons may not obligate the Foundation to financial commitments beyond the pre-approved budget. Requests for additional funds must be approved by the Board of Directors per Section 9.5. In addition, the committee chairpersons may not commit the Foundation to other obligations without the approval of the Board of Directors.

Section 8.4. Temporary committees may be appointed at the discretion or upon request of the Board of Directors.

ARTICLE IX FINANCES

Section 9.1. Funds may be solicited for purposes approved by the Board. The Board shall approve only such purposes that are not in conflict with the stated purposes of the Foundation.

Section 9.2. The Foundation may accept gifts and bequests by means of wills, life insurance, pledges, annuity contracts, transfer of property, or trust funds, and such other similar means as the Board of Directors shall deem appropriate. Gifts and bequests may be received for either regular or special needs or for capital investment purposes. Only gifts and bequests received without a designated purpose are to be used as the Board of Directors shall prescribe and which are not in conflict with these bylaws.

Section 9.3. All contributions are to be deposited by the treasurer; and all contributions to and disbursements from the Foundation shall be recorded by the treasurer. The bank signature card is required to have four signatures, those of President, Secretary, Treasurer, and Executive Administrator. The bank signature card shall be updated promptly, as necessary, when new Board members fill these positions. Two of the four signatures are required on checks.

Section 9.4. Expenses for an accounting year shall not exceed projected funds generated to pay expenses for the year; except under extenuating circumstances. This exception must be approved by the Board of Directors before funds are dispensed.

Section 9.5. Budget proposals shall be presented to the treasurer according to the *Budget Procedures*, as approved by the Board. The Board of Directors will develop an annual budget for the calendar year at the annual budget meeting. A two-thirds majority of the Board of Directors is required to approve and/or revise the budget.

Section 9.6. The treasurer shall submit to the Board of Directors a monthly financial report.

Section 9.7. An audit report of the books and records of the Foundation's finances shall be performed and a report thereof shall be made at least once each calendar year by the Audit Committee; and at such other times, if any, as the Board of Directors shall direct.

ARTICLE X
PARLIAMENTARY AUTHORITY

Section 10.1. Robert's Rules of Order, Newly Revised, shall govern the proceedings of this organization except when in conflict with these bylaws.

ARTICLE XI
AMENDMENTS

Section 11.1. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds majority of the members voting electronically, in person or by absentee ballot at a duly held general, annual, or special meeting of the members called for such purpose, if at least thirty (30) days advance written notice is given to all members regarding the intention to alter, amend, repeal, or adopt new bylaws at such meeting.

ARTICLE XII
DISSOLUTION

Section 12.1. Dissolution of the Foundation requires a two-thirds majority of the members voting electronically, in person or by absentee ballot at a duly held general, annual, or special meeting of the members called for that purpose, if at least thirty (30) days advance written notice is given to all members regarding the intention to dissolve the Foundation.

Section 12.2. Upon dissolution of the Foundation and concluding of its affairs, the assets of the Foundation shall be distributed to the WSU Extension Clark County Master Gardener Endowment. If the WSU Extension Clark County Master Gardener Endowment is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the Foundation shall be distributed to the Washington State University Master Gardener Program, Pullman, Washington. However, if both of the named recipients are not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Foundation shall be distributed to such non-profit scientific, and/or educational horticultural organizations as the Board of Directors may select, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

The amended Bylaws were presented to the general membership on August 24, 2022. The amended Bylaws were adopted. A quorum was present at the meeting, and the amended Bylaws received at least two-thirds of the votes to which members were entitled to cast.

Authorized Signature:



Jack Bernhardsen, President
Master Gardener Foundation of Clark County

Date: 10/19/22