

**BYLAWS
OF THE
MASTER GARDENER FOUNDATION
OF
CLARK COUNTY, WASHINGTON
AMENDED October 14, 2025**

**SECTION I
PURPOSE**

The Purpose of the Master Gardener Foundation of Clark County (MGFCC) is to raise funds to help perpetuate the Washington State University ("WSU") Extension Master Gardener Program of Clark County.

**SECTION II
MAILING ADDRESS**

The Master Gardener Foundation of Clark County's mailing address is 1919 NE 78th Street, Vancouver, Washington 98665.

**SECTION III
BYLAWS**

3.1. The Board of Directors shall establish and maintain the bylaws of the Foundation, under the direction of the members. The Board shall review the bylaws at least once every two years.

3.2. The bylaws of the Foundation shall provide for the administration and operating procedures of the Foundation, the duties of Officers and Committees, and any other such matters as the Board may prescribe.

3.3. The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of Voting Members (as defined below in Section 4.2) voting electronically, in person or by absentee ballot at a duly held general, annual, or special meeting of the members called for the purpose, if at least thirty (30) days advanced, written notice is given to all members regarding the intention to alter, amend or repeal, or to adopt new bylaws at such a meeting.

**SECTION IV
MEMBERSHIP**

4.1. Eligibility. 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.

4.2. **Membership Types.** There shall be two types of members in this Foundation: a) Voting Members - Those who have earned and maintain good standing of the Master Gardener designation from WSU Extension Master Gardener Program of Clark County ("Voting Members"), and b) Associate Members - All others who join the Foundation shall be associate members ("Associate Members").

4.3. **Applications.** Applications for membership may be submitted at any time. An applicant shall become a Voting Member upon verification by the Board of Directors that the applicant holds and maintains the Master Gardener designation in good standing from the WSU Extension Master Gardener Program of Clark County, and upon payment of annual dues. Voting rights commence upon confirmation of such status and approval of membership by the Board. A Voting Member's rights, including voting rights and receipt of notices, are contingent upon the member maintaining current contact information with the Foundation. Failure to provide updated contact information may result in loss of notice and may affect the member's ability to participate in Foundation matters.

4.4. **Dues.** Membership dues shall be reviewed and assessed annually during the budget meeting, and any changes approved by the Board of Directors.

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

4.6. **Removal.** The Board may, in its sole discretion, revoke any individual's Member status.

4.7. **Voting.** Each individual Voting Member (as defined above in Section 4.2) 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.

SECTION V MEETING OF MEMBERS

5.1. 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 or other electronic means.

5.2. 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 electronically, 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.

5.3. 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 or otherwise made electronically available 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 30 days' notice requirements for 1) bylaw amendment, Section 3.3 above; and 2) dissolution, Articles of Incorporation Article VIII, Section 1).

5.4. 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 20% (twenty percent) of Voting Members 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 Voting Members, except the special 2/3 voting requirement for dissolution, Articles of Incorporation, Article VIII, Section 1.

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

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

SECTION VI BOARD OF DIRECTORS

6.1 Board Membership. The Board of Directors shall consist of nine (9) Voting Members (as defined in Section 4.2 above) of the Master Gardener Foundation of Clark County, four of whom shall serve as foundation officers.

6.2. 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 Section 6.6 below, for filling vacancies. Each director must be a Voting Member in good standing. The term year shall run January 1 through December 31.

6.3. Board Duties. 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.

6.4. 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.

6.5. 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 member meeting special requirements for approval and/or revision of the budget, Section 9.5 below.

6.6. 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 Voting Members present at a duly called meeting.

6.7. Accepting Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the purpose of which the Foundation is formed, and in accordance with Section 9.2 below.

6.8. Asset Disposition. 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.

6.9. Specific Powers. 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:

- 6.9.1. 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.
- 6.9.2 To determine who shall sign on the Foundation's behalf bills, receipts, endorsements, checks, releases, contracts, and documents.

6.9.3 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.

6.10. Indemnification. Board members shall be indemnified (refers to liability issues) by the Foundation for their conduct as Board members, except for acts or omissions that involve intentional misconduct or knowing violation of law by a Board member or any transaction from which the Board member will personally receive a benefit in money, property or services to which the Board member is not legally entitled.

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

6.12. Master Gardener Program Coordinator. The Master Gardener Program Coordinator ("Coordinator") shall serve as an ex-officio, non-voting member of the Board of Directors. The Coordinator acts as a liaison between the Foundation and the Master Gardener Program and is entitled to receive all notices and participate in Board discussions.

6.13. Executive Administrator. The Executive Administrator is a WSU Extension Master Gardener who serves as a non-voting Board member who acts as a liaison between the Foundation and the Master Gardener Program Coordinator, assists the President, and performs duties as described in the job description. The Board of Directors shall appoint the Executive Administrator, who may serve as a volunteer, an independent contractor, or as an employee of either WSU or the Foundation, as determined by the Board in consultation with WSU and in compliance with applicable law. Compensation shall be funded by the Foundation per the Board-approved budget.

SECTION VII OFFICERS

7.1. Officers. The duties of the President, Vice President, Secretary and Treasurer shall be such as are usually imposed upon such officials of a not-for-profit organization, and as are required by law, and any applicable regulation, and such as may be assigned to them respectively by the Board of Directors as defined below.

7.2. Election of Officers. 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, except for the Treasurer, who may serve up to four (4) consecutive terms.

7.3. 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.

7.4. 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.

7.5. 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.

7.6. 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.

7.7. 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.

7.8. Other Officers. Other officers, chairpersons, agents and employees may be appointed, their duties assigned, and their compensation fixed by the Board of Directors.

7.9. Executive Committee. The elected officers and the Coordinator in an ex-officio capacity shall constitute the Executive Committee. The Executive Committee shall have and exercise such authority as may be necessary for the day-to-day management of the affairs of the Foundation.

7.10. Executive Sessions. The board may hold Executive Sessions for the purpose of discussing topics related to property acquisition/sale, legal matters, or personnel and as further defined in RCW 42.30.110. The Coordinator may be excused from an Executive Session, in the event of a conflict of interest.

7.11. Indemnification. Officers shall be indemnified by the Foundation for their conduct as Officers, except for acts or omissions that involve intentional misconduct or knowing violation of law by an Officer or any transaction from which the Officer will personally receive a benefit in money, property or services to which the Officer is not legally entitled.

SECTION VIII COMMITTEES

8.1. Standing committees. The following standing committees shall be maintained: Development, Public Relations, Internal Financial Review, Nominating, and Finance.

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 Master Gardener Program.
- 8.2.2 Public Relations. The purpose of the Public Relations committee is to provide communication with the community at large.
- 8.2.3 Internal Financial Review. The purpose of the Internal Financial Review Committee is to report on the finances of the Foundation. The Internal Financial Review 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 financial review.
- 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 Voting Members from the members-at-large as defined in Section 4.2 above.
- 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.

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.

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

SECTION IX FINANCES

9.1. Funds may be solicited for purposes approved by the Board, based on proposals from the Coordinator. The Board shall approve only such purposes that are not in conflict with the stated purposes of the Foundation.

9.2. All gifts and bequests intended to support the WSU Extension Master Gardener Program shall be accepted in accordance with the WSU Gift Acceptance Policy. The Foundation will coordinate with the Coordinator to ensure gifts and expenditures align with Program priorities and WSU requirements. Only gifts and bequests received without a designated purpose may be used at the Board of Directors' discretion, provided such use is not in conflict with these bylaws.

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.

9.4. In extenuating circumstances, the Board of Directors may approve a budget in which expenses exceed projected income, provided such approval occurs before any funds are dispensed and is supported by a documented plan to address the shortfall.

9.5. Budget proposals shall be presented to the treasurer according to the *Budget Procedures*, as approved by the Board. The annual budget shall be developed by the Board of Directors based upon 1) internal Foundation operations and 2) program proposals from the Coordinator. A two-thirds majority of the Board of Directors is required to approve, adopt, and/or revise the budget at the annual budget meeting.

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

9.7. An internal financial review and 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 Internal Financial Review Committee; and at such other times, if any, as the Board of Directors shall direct.

SECTION X PARLIAMENTARY AUTHORITY

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

The amended bylaws were presented to the general membership on October 14, 2025. A quorum was present at the meeting, and the amended bylaws received at least two-thirds of the votes of which members were entitled to cast. The amended bylaws were adopted.

Authorized Signature:

Judie Stanton Date: 10-14-25
Judie Stanton, President
Master Gardener Foundation of Clark County