



BY-LAWS

of the

NORTHEASTERN WISCONSIN (N.E.W.) MASTER GARDENERS ASSOCIATION, INC.

Adopted February 3, 1984

Amended November 20, 1987

Amended January 23, 2002

Amended October 20, 2005

Amended October 14, 2010

Amended October 17, 2017

Amended October 22, 2020

Amended October 2, 2021

Amended October 8, 2022

Amended October 12, 2024

Mission Statement

The mission of the Northeastern Wisconsin (N.E.W) Master Gardeners Association, Inc. is to provide horticultural support and leadership to individuals, local organizations and community programs through volunteerism, education and environmental stewardship.

I NAME AND LOCATION

The name of the organization shall be: Northeastern Wisconsin Master Gardeners Association, Inc.; also known as N.E.W. Master Gardeners.

Its location and chief place of business shall be in the State of Wisconsin. Its mailing address shall be the legal address reflected in **Addendum I**.

II MEMBERSHIP

1. There are two types of members in the association, Master Gardener Members and Associate Members.

a. A Master Gardener Member is certified by the University of Wisconsin - Extension Division and must provide a one-time proof of certification (after 2021). Program participation Levels can be found in **Addendum II**.

b. Associate Members’ eligibility and rights are governed by the Associate Membership Guidelines **Addendum III** , approved by the Board of Directors.

2. To be a member in good standing, all members must have:

a. Completed the annual enrollment forms by a due date established by the Board.

b. Paid the approved annual fee due by a date established by the Board. Newly joined certified Master Gardener members do not pay dues in certification year.

III GENERAL MEMBERSHIP MEETINGS

Section 1. General membership meetings of the association shall be held at a time and place established by the Board. At these meetings each member in good standing shall be entitled to vote.

Section 2. At any meeting of the members of the association, voting members present in person or virtual (with feasible online access) shall be considered a quorum and may carry-on the business of the organization.

Section 3: There shall be two types of general membership meetings, “Special Meetings” and the “Annual Meeting”.

a. Special Meetings are meetings called by the Board to seek approval or advice from the membership on issues that are significant, timely and/or unanticipated.

It is the duty of the Secretary to give a fifteen (15) day notice to all members in good standing of a Special Meeting. The notice shall provide the reason(s) for this type of meeting.

For any requested changes to By-Laws, the By-Laws changes must be provided to all members in good standing thirty (30) days prior to the vote in print or electronic mail.

b. The last general membership meeting in each calendar year shall be designated the Annual Meeting. It shall be the duty of the Secretary to give thirty (30) days notice in person, by mail or electronic mail to all members in good standing, of the Annual Membership meeting. At this meeting:

- (a) New Board members shall be elected for a three (3) year term from the voting membership. New members start in January following the election.

IV BOARD OF DIRECTORS

Section 1. The Board shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the association. All powers of the association, except those specifically granted or reserved to the members by law or these By-Laws, shall be vested in the Board. A quorum for transaction of business shall constitute at least 50% of the current year's Board members.

Section 2. All Board members must be Members in good standing. The Board shall consist of not less than twelve (12) or more than twenty-one (21) Board members. Board members shall be elected for a three (3) year term, and may serve up to two (2) consecutive terms. The Board may vote to extend the term of a particular Board member beyond two (2) consecutive terms in certain circumstances.

Section 3. The Board elects a Wisconsin Master Gardener Association (WIMGA) Local Representative for a one (1) year term, from the portion of the general membership who is a Master Gardener Member in good standing with the association.

Section 4. Any member who has two consecutive unexcused absences or three absences from Board meetings in one year will be removed from the Board.

Section 5. A mail or electronic mail vote of the Board may be taken and shall be sufficient on any question of routine procedure. On matters of policy, however, a mail or electronic mail vote shall not be sufficient. A vote may only be accepted after a complete notice of the question has been sent to all directors.

Section 6. In the case of a vacancy on the Board, the remaining Board members may elect a successor for the unexpired portion of that Board member's term or until the election of his/her successor by the members of the association.

Section 7. Regular meetings of the Board shall be held at such times and places as they, by resolution, shall appoint. The President or a majority of the Executive Committee may call special meetings by giving fifteen (15) days notice to each director. Notice of these meetings may be waived in writing, when signed by all members of the Board, whether before, at or after the time of the meeting. Attendance of a member of the Board at any such meeting shall constitute a waiver of notice, unless such attendance is for the purpose of protesting that the meeting was not lawfully called.

Section 8. The Board shall be responsible to keep electronic files of minutes and records of all its proceedings and committees acting under its authority. It shall have available for the annual meeting of members and special meetings thereof a list of the names and addresses of the members entitled to vote at such meetings. Board meetings minutes are to be broadcast to general membership after each meeting.

Section 9. At a duly called meeting, the Board may remove any elected or appointed Board member when it serves the best interests of the association.

Section 10. The Board shall have the power to adopt any revision of these By-Laws and determine a change with the approval of the general membership at a Special General Membership Meeting or the Annual Meeting. Members in good standing that are present at these meetings shall constitute a quorum for voting purposes. Specific policies and guidelines will be added to the By-laws as “**Addendum**” items and will not require full membership approval for changes. The Board of Directors shall have the power to revise, or delete an Addendum to the by-laws during a Board meeting without a general membership vote

Section 11. The Board may accept on behalf of the association, any contribution, gift, bequest or devise for the general purposes of the association.

Section 12. The Board shall have the power to sell or dispose of the whole or any part of the property, either real or personal, which the association may own, and to acquire other property. The Board by resolution may classify portions of its assets as held for investment, endowment or annuity purposes. Where so classified, such assets may be disposed of at the discretion of the Board in such manner as it deems in the best interests of the association. Between meetings of the Board, assets so classified may be disposed of by the Executive Committee as so authorized by the Board, in such manner as it deems in the best interests of the association.

Section 13. The Board shall have power and authority:

- (a) To receive and administer funds and other assets.
- (b) To serve in an advisory capacity to the University Wisconsin Extension Master Gardener Program.
- (c) To represent the interests of the N.E.W. Master Gardeners Association

Section 14. All committees require the approval of the Board. A report of each committee’s activities shall be reported to the Board on at least a yearly basis.

Section 15. Standing Committees:

Standing Committees meet the working needs of the organization. Board members are highly encouraged to be involved in a standing committee of their choice in accordance with their talents and interests.

Addendum IV to the By-Laws addresses the Standing Committees duties and responsibilities.

V OFFICERS/EXECUTIVE COMMITTEE

Section 1. The officers shall be a President, Vice-President, Secretary and Treasurer.

Their roles and responsibilities are:

(a) President: Preside over all meetings of the association, except for committee meetings. He/she is an ex officio member of all committees. Determine meeting agendas. Serve as or designate someone to maintain Robert's Rules of Order at all meetings except committee meetings. Accept responsibility for the affairs of the Board such as signing association documents and keeping the association current on legal requirements. Create and carry out goals of the association. Designate a financial review committee of at least three members to review the financial records each year. The President serves in the second year of his or her two-year commitment after ascending from the position of Vice-President in the first year. The outgoing President will serve a third year as advisor to the incoming President and Board, but as a non-voting member.

(b) Vice-President: Serve in the absence of the President or assume his/her responsibilities when that position is vacant. The Vice-President will become President in year two of his or her three-year commitment.

(c) Secretary: Maintain a written record of the association's meetings, Board membership terms and attendance at Board meetings, guidelines and activities. Keep the members informed of association activities. Assist the President in setting meeting agendas.

(d) Treasurer: Keep accurate and detailed list of membership and financial records. Have records available and open to all members. Prepare and present a report of the association's financial transactions and balances for each formally scheduled meeting. Attend meetings of the Endowment Committee. If the treasurer is unable to attend a meeting, a report shall be submitted to the President prior to the meeting. Maintain records in a single ledger format. Maintain a petty cash account not to exceed one hundred dollars (\$100.00) for minor expenses such as postage, envelopes and supplies. Disperse all other expenses by check. All checks shall have the signature of the President or the Treasurer. Present an annual budget report at the annual meeting.

Section 2. The officers of the Board of Directors shall be elected each year at the first Board meeting following the annual meeting. The president shall appoint three board members to a nominating committee after the annual meeting, but before the first Board meeting. The nominating committee shall present their slate of officers:

- Vice-President will serve one year as Vice-President, moving into the President position in year two. Therefore, a Vice-President will be nominated every year.
- Secretary will be nominated in odd years.
- Treasurer will be nominated in even years.

Nominations shall be presented at the first subsequent Board meeting. The officers shall be elected for a two-year term, but individuals may serve up to two consecutive terms. The Board may vote to extend the term of a particular officer in certain circumstances. They will assume their offices at the next Executive Committee meeting.

Section 3. The Executive Committee shall consist of the officers and the past-president (non-voting member). Executive Committee meetings shall be held prior to each Board meeting to develop the meeting agenda and as needed.

VI FINANCES

Section 1. Funds may be solicited for purposes previously approved by the Board. The Board shall approve only such purposes as are not in conflict with the stated purpose of the association.

Section 2. Upon the dissolution of this association the Board shall, after paying or making provisions for the payment of all of the liabilities of this association, dispose of all of its assets. These assets shall go to such horticultural organization or horticultural organizations that have been created and are operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law). Any assets not so disposed of shall be disposed of by the Circuit Court for the county in which the association was maintaining its principal place of business or such other court as may be required or permitted by law exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

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

Section 4. Expenses for an accounting year, January 1 - December 31, shall not exceed funds available to pay them that fiscal year. Expenses above the yearly budget need to be approved by the Board if they are over \$300. If the amount is under \$300, the Executive may approve the request.

Section 5. The Treasurer shall, prior to the end of each accounting year, prepare an itemized statement of the proposed operating expenses and budget for all proposed receipts and disbursements for the following accounting year.

Section 6. The financial review committee at the end of each accounting year; and at such other times if any, shall make a financial review report of the finances of the association annually as the Board shall direct.

Section 7. The Executive Committee shall appoint an Endowment Committee Chair for a two-year term. This appointment will be made in odd years. The Endowment Committee Chair may serve up to two consecutive terms. The Board may vote to extend the term of a particular Chair. The endowment committee reviewing scholarship awards shall consist of three association members approved annually by the Greater Green Bay Community Foundation (GGBCF)

Responsibilities of the Chair includes, but is not limited to:

- a. Leading the Endowment Committee and serving as liaison between the GGBCF and the Board.
- b. Informing the Board of the available fundable amounts of the unrestricted and scholarship fund annually and provide investment status updates at each Board meeting.
- c. Informing the Board, in accordance with Schedule B of the Agreement between GGBCF and the Association, on the selection of the recipients of the annual scholarship grants.

VII LOGO



VIII PARLIAMENTARY AUTHORITY

Rules contained in the current edition of Robert's Rules of Order , shall govern the organization unless they are inconsistent with the By-Laws or any special rules of order the organization may adopt.

IX LEGISLATIVE OR POLITICAL ACTIVITIES

The activities of the corporation shall not include the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

X OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, 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).

XI N.E.W. Master Gardener History

Specifics below are part of **Addendum V**