

**Bylaws
of
The Master Gardeners of Prince William, Inc**

Article I. Name

The name of this association shall be The Master Gardeners of Prince William, hereafter known as “MGPW” or “the Association.” MGPW is a nonprofit organization that has been approved by the Internal Revenue Service to be tax-exempt under the terms of section 501(C)(3) of the Internal Revenue Code.

Article II. Mission, Objectives and Vision

The Mission Statement of the Master Gardeners of Prince William (MGPW) is to provide current research-based, horticultural/environmental outreach and education programs for Prince William area residents.

The objectives of the MGPW are to function as an association that:

1. Promotes education on horticultural and environmental best practices for the citizens of Prince William County, Manassas, and Manassas Park
2. Fosters education, volunteerism, and leadership development among its members
3. Supports Virginia Cooperative Extension – Environmental and Natural Resources (VCE-ENR) education and research outreach programs

The Vision Statement of the MGPW is to develop a culture of environmental stewardship within the Prince William area through education, outreach, and volunteering.

Article III. Membership

Section 1. Eligibility for membership

Any person who 1) has completed Master Gardener training and remains in active status as a Master Gardener volunteer with the Prince William unit or 2) is currently enrolled in the Master Gardener Volunteer training program or is 3) a Master Gardener volunteer intern through the Virginia Cooperative Extension Service of Prince William, regardless of the county or state where they received said training, is eligible for membership. Employees of Virginia Cooperative Extension are eligible for membership.

Section 2. Membership Privileges and Responsibilities

Unless otherwise stipulated, all members will have the privilege to participate in any or all programs offered by MGPW. Members have the responsibility to complete the requirements to remain in good standing and to attain voting privileges.

Section 3. Good standing for voting

A member shall be considered to be in good standing with regard to voting privileges by:

1. Paying dues set forth by MGPW, if required,
2. Attending the annual meeting,
3. Fulfilling all trainee requirements for graduation, as defined by Virginia Cooperative Extension (VCE) and
4. In the years following certification as a Master Gardener volunteer fulfilling all requirements for service and continuing education as specified by VCE.

Section 4. Dues

There may be an assessment of yearly dues as determined by the Board of Directors (BOD), payable at the start of the fiscal year. In the event of non-payment of dues, the BOD will notify members and will allow one (1) year for payment of all dues in arrears before removing the member from the membership rolls. The BOD may impose special assessment dues for a definite purpose. Any special assessment must be approved by the majority of the voting membership present at the annual meeting.

Article IV. Officers

Section 1. Officers

There shall be five (5) elected officers of MGPW: A President, President Elect / Past President, Member at Large, Secretary and Treasurer. At any one time, there shall be a President Elect or a Past President, but not both.

Section 2. Duties

The Board Officers shall perform the duties prescribed by these bylaws and by the standing rules adopted by MGPW.

Section 3. Election of officers

1. Candidates for officers shall be chosen by a Nominations and Elections Committee. Nominations will also be accepted from the floor.
2. The Nominations and Elections Committee will seek candidates for officer positions from the voting membership; will report the list of candidates to the BOD at the Board meeting immediately prior to the annual meeting; and will conduct the election at the annual meeting.
3. Officers shall be elected by a majority vote of the membership present at the time of election. Election shall be by voice, raised hand, or ballot.
4. Only the voting members in good standing shall be eligible to seek office.
5. No member of MGPW shall be placed on a ballot, appointed, or elected to serve in any capacity without his/her consent.

Section 4. Term of office

1. The term of office for President, Secretary, Treasurer and Member at Large will be two (2) years or until their successors are installed. The President Elect should serve at least a one (1) year term in that capacity before installation as President, should serve a two (2) year term as President at minimum, and should serve a one (1) year term as Past President, or until his/her successor is installed.
2. The term of all officers shall begin at the close of the annual meeting at which they are installed. No officer should serve two consecutive terms in the same office. If the Nominations and Elections Committee is unable to find a candidate, an incumbent may continue to serve with the membership's approval. Any vacancies that may occur among the officers shall be filled by appointment by the BOD for the remainder of the term of the vacancy, subject to approval by the voting membership at the next annual meeting.
3. The chairpersons of the standing committees will be appointed by the BOD and serve a term of two (2) years or until their successors are installed. No chairperson officer should serve two (2) consecutive terms in the same office. If the BOD is unable to find a candidate, an incumbent may continue to serve with the BOD's approval.

Section 5. Removal

An officer may be removed from office by a simple majority vote of the BOD, should that officer fail to remain a member in good standing, or fail to perform duties as described in these Bylaws or the Standing Rules of MGPW.

Article V. Meetings

Preamble. If the BOD deems it appropriate, any meeting or general membership activity (such as voting or nominations) may be conducted by electronic means (such as video conferencing, telephone, or email). In the event of a National or local emergency, the President of MGPW may alter any meeting or general membership activity.

Section 1. Regular meetings

The regular meetings of MGPW BOD will be set by the President and announced no later than thirty (30) days before the date of the meeting. At least fifty percent (50%) of the voting members of the BOD present shall constitute a quorum. Any member of the Association may attend a regular meeting. An annual calendar of scheduled regular meetings will be available to the Association.

Section 2. Annual meeting

MGPW will hold an annual meeting of the membership each year at a date, time and place determined by the president with approval of the BOD. The voting membership will elect and install officers and/or transact such other business as may arise. Notice of the annual meeting will be sent to the membership at least thirty (30) days prior to the meeting. This meeting should, when at all possible, coincide with the annual recertification training held by VCE of Prince William County. Ten percent (10%) of the voting members present shall constitute a quorum.

Section 3. Special meetings

Special meetings may be called by the President. For special meetings of the BOD at least a three (3) day notice will be given to the BOD members and posted on the web for the information of all Association members; a statement of the purpose for which the meeting is being called will be provided.

For special meetings in which the Association membership is explicitly invited there shall be a thirty (30) day notice, purpose of the meeting will be provided and ten percent (10%) of the voting members present shall constitute a quorum.

Article VI. The Board of Directors

Section 1. Composition of the Board of Directors

The Board of Directors (BOD) will consist of:

1. the President, President Elect / Past President, Secretary, Treasurer and Member at Large
2. Chairpersons of the Standing Committees and
3. the VCE representative.

Section 2. Duties and Powers

The Board of Directors shall perform the administrative duties of the association. It will fix the date, time, and place of meetings, make recommendations to the membership, and perform other duties as are specified in these bylaws and by the parliamentary authority adopted by MGPW. The BOD shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

Section 3. Meetings of the Board of Directors

The BOD will meet at least six (6) times during the fiscal year at times and places selected by the BOD. Special meetings or special functions of the BOD will occur as decided by the President. Any member of MGPW may attend these meetings. At least fifty percent (50%) of the members of the BOD shall constitute a quorum.

Article VII. Executive Committee

The elected officers shall perform the duties of the Executive Committee of MGPW. The Executive Committee shall have general supervision of the day-to-day affairs of MGPW between its business meetings. None of the acts of the Executive Committee shall conflict with action taken by the membership or BOD. Three (3) officers shall constitute a quorum of the Executive Committee.

Article VIII. Committees

Section 1. MGPW will have Standing and Special Committees. The Chairperson of each shall be selected by the President and approved by the Board of Directors. The President shall be an *ex officio* member of all committees except the Nominations and Elections Committee.

Section 2. The Standing Committees

Standing Committees will be maintained and meet as necessary.

1. The Social Committee will foster a spirit of community by planning, advertising, and hosting social events for MGPW.
2. The Education Committee will plan educational lecture discussions/opportunities as approved by the BOD.
3. The Fund-Raising Committee will seek out funding sources, ideas, and activities, and will coordinate these with the approval of the BOD.

Section 3. Special Committees

1. Special committees may include Audit, Nomination and Election, and such other committees as the BOD may deem necessary. Special Committees will be dissolved upon completion of their assigned task.
2. The Audit Committee will consist of two (2) or more members, none of whom are on the BOD. The Audit Committee will examine the financial records, including the assets and liabilities of the organization, and submit a written report to the BOD confirming the accuracy and integrity of these reports and records.

Article IXs. Parliamentary Authority

The MGPW Handbook of Parliamentary Procedures will govern MGPW in all cases in which it is applicable and is consistent with these bylaws, standing rules or any special rules of order MGPW may adopt. Roberts Rules of Order may be consulted by the president as a reference guideline, as necessary.

Article X. Amendment of Bylaws

The bylaws of MGPW may be amended as needed by two-thirds (2/3) majority vote of the voting members in attendance at a meeting of the Association, provided that notice of the proposed change has been given to the membership at least thirty (30) days prior to the meeting at which any amendments will be voted upon.

Article XI. Discrimination prohibited

MGPW shall follow Virginia Cooperative Extension's Equal Opportunity policies with programs open to all, regardless of age, color, disability, gender, gender identity, gender expression, national origin, political affiliation, race, religion, sexual orientation, genetic information, veteran status, or any other basis protected by law.