

**Bylaws**  
**Master Gardeners of North Alabama,**  
**Inc.**  
**Amended 11 February 2021**

**Article I: Name**

The name of this organization shall be the Master Gardeners of North Alabama, Inc., hereinafter called "MGNA".

**Article II: Purposes**

The purposes of MGNA shall be:

- A. To enhance and supplement the Alabama Cooperative Extension System Home Horticulture Program (Master Gardener Program).
- B. To extend the Master Gardener's knowledge of and interests in horticulture and related activities.
- C. To disseminate to North Alabama citizens and residents information on horticultural practices and techniques in accordance with standards approved by the Alabama Cooperative Extension System.
- D. To provide opportunities for its members to meet and associate with others who have similar horticultural interests.

**Article III: Membership Section 1: Classes of Membership.** The membership of MGNA shall be limited to the following classes: Active, Associate, Lifetime, Provisional, Honorary and Inactive. Active, Associate and Lifetime membership may include membership in the Alabama Master Gardeners Association (AMGA).

**a: Active Membership.** Active membership shall be limited to individuals who have successfully completed an approved Cooperative Extension System Master Gardener Training Program and have fulfilled the Program's volunteer service requirements to become a Certified Master Gardener. Active members must pay annual dues and are expected to meet the required number of annual volunteer hours and CEUs.

**b: Associate Membership.** Associate membership shall be limited to Certified Master Gardeners. Associate members are not expected to perform annual volunteer hours or to earn CEUs. They must pay annual dues but shall not have voting rights and may not hold office.

**c: Lifetime Membership.** Lifetime membership in MGNA shall be awarded to an Active member who has been awarded this status from AMGA. A Lifetime member does not pay local or state dues, but may vote and hold office.

**d: Provisional Membership.** Provisional membership in MGNA shall be granted to Intern Master Gardener volunteers who have satisfactorily completed the Master Gardener instructional program. The duration of Provisional membership shall not exceed one calendar year from the date of completion of the instructional program. When a Provisional member has fulfilled the volunteer service requirements, Provisional membership shall be terminated and the individual shall become eligible for Active membership. An individual who does not complete the volunteer service requirement within the year will be ineligible for membership until the volunteer service requirement has been met. The completion of volunteer service requirements, along with the date of completion, must be reported to the coordinating Regional Extension Agent (REA) and to the Membership Chair. Provisional members do not pay dues, do not have voting rights and may not hold office.

**e: Honorary Membership.** Honorary membership may be bestowed upon individuals who have distinguished themselves through ongoing and outstanding service to MGNA. The Board shall nominate

deserving individuals for Honorary membership. When presented for membership at an MGNA meeting, a two-thirds (2/3) vote of attending members is required for confirmation. An Honorary member shall enjoy all the privileges of an Active member, except voting rights and holding office, and shall be exempt from the payment of dues. Honorary members shall receive a certificate and an appropriate Master Gardener nametag.

**f: Inactive Membership.** An Inactive member is a former Active member who has failed to pay annual dues by December 31. An Inactive member may be reinstated in good standing after paying current dues. Inactive members do not have voting rights and may not hold office.

## **Section 2: Master Gardener Transfers**

**a. In-State Master Gardener Transfers.** An Alabama Certified Master Gardener from another county may join MGNA by providing proof of State certification and paying annual dues. Extension may recommend that classes related to soils and other regional topics be audited.

**b: Out-of-State Master Gardener Transfers.** Master Gardeners from other states may join MGNA provided they audit the Alabama Master Gardener course, purchase a copy of the Alabama Master Gardener Handbook and complete volunteer service requirements. When these requirements have been met, they are eligible for Active membership in MGNA.

## **Article IV: Meetings**

### **Section 1: Regular Meetings**

Regular meetings, unless otherwise ordered by the Board, will be held on the second Thursday of each month. An awards meeting will be held in December of each year, and an annual picnic may be held.

### **Section 2: Annual Corporate Meeting**

The November meeting shall be designated as the annual corporate meeting for the purpose of electing officers and directors and for the transaction of such other business as needed.

### **Section 3: Special Meetings**

The Board may call special meetings at any time deemed advisable, via email if necessary.

### **Section 4: Extenuating Circumstances**

All electronic meetings sanctioned by MGNA shall be considered valid.

### **Section 5: Quorum**

Ten (10) percent of the voting membership shall constitute a quorum.

## **Article V. Officers and Directors**

### **Section 1: Board of Directors**

a. The Board of Directors, hereinafter known as “the Board,” shall consist of the elected Officers and six (6) Directors elected at-large from the Active membership. The Immediate Past President shall serve as advisor to the President.

b. This Board shall have general supervision of the affairs of MGNA provided that none of its acts shall conflict with action taken by MGNA membership. All appointments shall be subject to the approval of the Board.

c. Fifty percent or more of the voting members of the Board shall constitute a quorum for the transaction of business, and a simple majority shall be required to carry a motion. The President

shall have a vote only in the event of a tie.

d. The Board shall meet prior to each monthly meeting.

## **Section 2: Officers**

**The Officers of MGNA shall be President, Vice President, Secretary, and Treasurer.**

## **Section 3: Directors**

MGNA shall have six Directors.

## **Section 4: Election of Officers and Directors**

All Officers and Directors shall be Active members of MGNA and should have demonstrated evidence of involvement with MGNA activities. Election of Officers and Directors shall be by ballot unless there is a single nominee for each position, in which event a voice-vote may be taken. Officers and Directors shall be elected by a simple majority of the Active members present at the November meeting provided there is a quorum. Failure to elect the Board at the annual meeting shall not cause dissolution of the MGNA, but the Directors thereof shall continue to hold office until their successors are elected and installed. A special meeting for the purpose of holding such election shall be called as soon thereafter as convenient. Installation of Officers and Directors will take place at the December meeting.

## **Section 5: Terms of Office**

a. Officers shall take office immediately following the December meeting and shall serve for one (1) year. No officer shall be eligible to serve more than two (2) consecutive terms in the same office.

b. Directors shall take office immediately following the December meeting. Directors shall be elected for three-year terms. These terms shall be staggered so that elections will be held for two Directors each year. Directors may serve no more than two consecutive three-year terms.

## **Section 6: Vacancies**

Vacancies that occur on the Board shall be filled by appointment of the Board for the unexpired term, subject to approval by the membership at the next regular business meeting.

## **Section 7: Duties of Officers and Directors**

a. **President:** The President shall preside at all meetings of MGNA and of the Board. The President shall, with the assistance of the Board, appoint each Committee Chair, Project Leader, and Special Appointment and may appoint additional special committees as needed. It is strongly recommended that an individual not be appointed to fill more than one of these positions during any given year.

The President shall maintain a record of all job descriptions and shall transfer these records including the AMGA Local Association Handbook to the succeeding President at the end of tenure.

b. **Vice President:** The Vice President, in the absence or inability of the President, shall perform the duties of President. If the office of President becomes vacant, the Vice President shall become President. The Vice President shall oversee monthly programs. The Vice President shall maintain a record of all responsibilities and shall transfer these records to the succeeding Vice President at the end of tenure.

c. **Secretary:** The Secretary shall keep a record of the proceedings of the meetings of MGNA and of the Board and conduct correspondence not specifically assigned to other Officers or Committees.

The Secretary will coordinate with the Communications Committee for distribution of information to the membership. The secretary shall coordinate notification of membership of annual and called meetings not less than thirty (30) days prior to the date of the meeting. Notice shall state the location, day and time of the meeting, and, in the case of a called meeting, the purpose of the meeting. The Secretary shall maintain a record of all responsibilities and shall transfer these records to the succeeding Secretary at the end of tenure.

d. **Treasurer:** The Treasurer shall receive all funds of MGNA, shall deposit them in such bank or banks as may be designated by MGNA and shall disburse these funds by check or other commonly used means of payment, as directed in the approved budget or by the Board. The Treasurer shall keep an account of all monies and make reports to MGNA at regular or special meetings. The Treasurer shall prepare a final financial report at the end of each calendar year or at the end of the Treasurer's term of office if that term is less than one year, shall prepare records for an internal financial review and shall be responsible for any required tax reporting working in cooperation with the 501(c)(3) Advisor. The Treasurer shall transfer records and books to the succeeding Treasurer following an internal financial review.

e. **Directors:** Directors shall attend and vote at MGNA Board meetings to insure year-to-year continuity of activities. Directors may serve as Committee Chairs, Project Leaders, or Special Representatives of MGNA to other organizations, and are encouraged to participate on committees and projects. The Board shall be responsible for planning and scheduling each monthly meeting with the Vice President overseeing the programs

f. Board members shall attend all meetings. Failure to attend three Board meetings per calendar year may result in removal from the Board.

## **Article VI: Standing Committees, Special Appointments and Projects**

**Section 1:** All Standing Committee Chairs, Special Appointments and Project Leaders must be Active members of MGNA. Each Project Leader and Committee Chair must be approved by the Board. They shall:

- a. Work with the Projects/Volunteer Coordinating Committee.
- b. Coordinate efforts to ensure smooth and successful operation of the project or committee.
- c. Develop and submit an annual budget request to the Board.
- d. Be responsible for recruiting volunteers needed to work on the project or committee.

Standing Committee Chairs and Project Leads shall serve a minimum of two years, the first as Co-Chair of the Committee and then as Chair. This allows training and a smooth transition. The Standing Committee Co-Chairs shall be appointed by the incoming President and the current Standing Committee Chair.

## **Section 2: Standing Committees**

- a. **Awards Committee:** shall be responsible for determining local awards to be given, including the monthly Give-A-Hand Award, for developing awards, soliciting nominations and developing résumés for nominees. The Committee will select award recipients based on established criteria. The annual awards shall be presented at the December meeting. The Give-A-Hand Award shall be given at each monthly meeting to an individual nominated by a fellow member for outstanding volunteer service.
- b. **Communications Committee:** shall be responsible for the overall dissemination of information.
- c. **Field Trip Committee:** shall be responsible for identifying interests and needs of members, then organizing activities for the membership that provide an opportunity for learning, as well as social interaction while visiting garden-related locations.
- d. **Fund Raising Committee:** shall investigate fund raising ideas and activities based on

anticipated MGNA funding requirements. All fund raising activities must be approved by the Board and will be coordinated by this committee.

e. **Hospitality and Special Events Committee:** shall be responsible for refreshments and for setting up for meetings and other special events such as the annual picnic and the December Awards meeting.

1. Picnic: shall be responsible for all arrangements for the annual picnic.

2. Christmas Social: shall be responsible for all arrangements for the annual Christmas social.

f. **Membership Committee:** shall be responsible for recruiting and retaining members. The Committee shall maintain an up-to-date database of dues-paying members and shall keep records of attendance at meetings. An annual Membership Directory shall be published reflecting members, officers, committees, projects, bylaws and other appropriate information.

g. **Projects/Volunteer Coordinating Committee:** shall evaluate proposed project requests and make selections, subject to approval of the Board, based on compliance with MGNA purposes. It shall work with Project Leaders to communicate to the general membership volunteer requirements for ongoing and new projects.

h. **Education/Workshop Committee:** shall be responsible for developing, organizing and conducting workshops and other educational programs for MGNA and the community.

### Section 3: Special Appointments

a. **Bylaws Committee:** shall serve as an ad hoc committee to review applicable bylaws, official guidance and changing conditions and recommend any changes to be made, make standing rules and present the changes to MGNA for approval.

#### b. Extension System:

i. Class Support volunteers will work with the REA for new Master Gardener classes.

ii. Office Support volunteers will work with the REA in areas mutually identified as needing Master Gardener assistance.

c. **Financial Review Committee:** shall be appointed by the President and approved by the Board at least ninety (90) days prior to the end of the calendar year. The Financial Review Committee shall consist of two (2) Active members and shall be responsible for examining the Treasurer's accounts for the calendar year. The committee shall submit a written report to the President, Secretary and Treasurer signed by all members no later than the February meeting of the following year and shall report same to membership.

d. **Historian:** shall be responsible for maintaining historical information covering Master Gardener activities.

e. **Newsletter Editor:** shall be responsible for publishing a quarterly newsletter for the membership in January, April, July and October

f. **Nominating Committee:** consisting of at least three (3) Active members including the sitting President, shall be appointed by the Board. It shall be the duty of this committee to choose at least one

member for each office and for each open Board position and to present the slate at the October meeting. Nominations also may be taken from the floor, and voting will take place at the November meeting. No name shall be presented without the consent of the nominee.

g. **Scholarship Committee:** shall be appointed at the discretion of the Board as needed.

h. **State Advisory Council Representative:** shall serve as a member of the AMGA Advisory Council with responsibility for keeping MGNA informed about the activities of the AMGA. The President shall appoint the Representative, with the approval of the Board, to serve a two (2) year term. The Representative may serve a second two (2) year term. The President shall also appoint an Alternate

to serve in addition to the Representative. The Alternate shall serve a two (2) year term and may serve a second two (2) year term. All AC Representatives and Alternates must be members of AMGA.

i. **501(c)(3) Advisor:** shall possess a working knowledge of federal and state regulations and requirements for non-profit organizations relating to corporate and financial reporting (including tax returns) and shall work with appropriate MGNA Board members to ensure that MGNA is in compliance.

j. **Jane R. Parks Memorial Fund (JRPMF) Committee** shall be responsible for management of donations and distribution of funds annually. Grant awards shall be presented at the December General meeting.

k. **Volunteer Hours Coordinator:** shall encourage MGNA members to report their hours on the Auburn Master Gardener Service Report Database. The Coordinator will work with the Database Super Administrator, who is responsible for the Database, answering questions about the Database and

sets the deadline for reporting hours for the year. The Coordinator may assist the Super Administrator in providing periodic training to membership on the use of the Database. The Coordinator is responsible for the Reach for the Stars Program.

l. **HBG Spring Plant Sale:** shall be responsible for all aspects of supporting the MG Tent.

m. **pH Testing:** shall be responsible for providing pH Testing support for all activities.

n. **MGNA Plant Sale:** shall be responsible for all aspects of supporting the MGNA Plant Sale.

## **Article VII: Finances**

### **Section 1: Fiscal Year**

The fiscal year of MGNA shall be January 1 through December 31.

### **Section 2: Annual Dues**

a. Annual dues for Active and Associate members shall be due December 1 of each year and shall be delinquent after December 31.

b. The amount of annual dues may be changed by recommendation of the Board, with the approval of the general membership at any regular or special meeting. This change shall become effective for the year following this approval.

### **Section 3: Preparation and Approval of Annual Budget**

The Board, based on input from committee chairs and project leaders and on available funds, shall prepare and approve an annual budget. The approved budget will be presented to the membership at the February meeting.

### **Section 4: Financial Reporting**

A financial report of MGNA shall be given at each monthly meeting and will be filed for financial review. All expenditures must be included in the budget and have prior approval. Any expenditures presented to the treasurer for reimbursement must be accompanied by an approved MGNA Payment Request Form and supported by receipts.

### **Section 5: Annual Financial Review**

The financial records of MGNA shall be reviewed annually as set forth in Article VI, Section 3.c.

## **Article VIII: Parliamentary Authority**

The rules contained in the most current edition of Roberts Rules of Order shall govern MGNA in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

## **Article IX: Amendments**

Bylaws may be amended by a two-thirds (2/3) vote of Active members present at a regular meeting provided the amendment has been presented in writing prior to the meeting.

## **Article X: Miscellaneous**

**Section 1.** All service by MGNA members and interns shall be voluntary as specified by the ACES Memorandum of Agreement.

**Section 2.** Expenditures which have not been approved in the annual budget will not be reimbursed unless they have prior approval of the Board.

**Section 3.** Within MGNA there will be no discrimination with respect to race, color, sex, age, creed, or national origin.

These Bylaws of the Master Gardeners of North Alabama were amended on November 9, 2017 as approved by the membership.

## **Standing Rules**

### **Standing Rules Section 1: Expenditure of Effort and/or Funds**

All proposals for the expenditure of effort and/or funds shall be reviewed by the Board.

- a. All service shall be voluntary with no monetary compensation. Expenditures, which have not been approved in the annual budget, will not be reimbursed unless they have prior approval of the Board.
- b. A Gift of Appreciation will be presented to the outgoing president. No more than \$50 will come from the MGNA account.
- c. Recognition for recipients of MGNA awards shall be in the form of individual trophies or paperweights with the exception of the monthly Give-A-Hand Award winners who will receive token gifts.
- d. Committee chairs and leaders of on-going projects shall submit annual budget requests to the Treasurer.
- e. Proposed new projects shall be submitted to the Projects/Volunteer Coordinating Committee for evaluation and recommendation to the Board for final disposition.
- f. MGNA will not be known as an easy source of manual labor or funding.

### **Section 2: Dues**

Annual local dues are \$20 for Active members and \$30 for Associate members. Membership in AMGA is an additional \$10.

### **Section 3: Membership Year**

The membership year for MGNA shall be January 1 through December 31.

### **Section 4: Use of MGNA Annual Handbook**

All information in the Membership Handbook or on class rosters, including addresses, phone numbers and e-mail addresses, is for the exclusive use of MGNA members, Extension Office personnel and the AMGA Membership Chair. It is not to be shared with or distributed to other individuals or organizations.

## **Section 5: MGNA E-mail Message System**

Purpose: To establish parameters for use of the MGNA group email system to disseminate information to MGNA Active members and the last two Intern classes..

- a. All messages circulated via the e-mail system must pertain to information of general interest and concern to all MGNA members and interns and/or the Master Gardener program. Messages for personal reasons or the sale of items will not be posted.
- b. All messages requested to be circulated must be included in the body of the e-mail message. This requirement is to accommodate the various computers, e-mail servers, and word processing programs used by the membership.
- c. The e-mail distributor should receive the message to be distributed, at least, a week in advance.
- d. Any member who wishes not to be included in the e-mail distribution is responsible for notifying the email distributor of this wish to be dropped from the list. To be reinstated to the list, the individual must directly notify the e-mail distributor.
- e. Each member is responsible for notifying the e-mail distributor of any changes in his e-mail address.

## **Policies**

### **Section 1: Bereavement Policy**

**a. Definition of Master Gardener:** For the purpose of these policies, a Master Gardener is defined as one who is an Active member of MGNA.

**b. Loss of a Master Gardener:**

- a) When notified of the loss of a Master Gardener, the Communications Committee will notify the general membership and provide details, as appropriate.
- b) The MGNA Secretary will send a sympathy card from MGNA to the next of kin.
- c) When the arrangements have been published and based on the desires of the family, a donation from MGNA will be made to the requested charity. If the family does not identify a specific charity, then a donation will be made to the AMGA Endowment Fund. The MGNA Secretary will send a letter to the next of kin, informing them of the donation in memory of the deceased. Recommended amount: \$50.00.

### **Section 2: Awards**

The MGNA Master Gardener of the Year Award is the only award to be considered an annual award. Any other awards shall be made at the discretion of the Awards Committee. Awards, with the exception of the Give-a-Hand Award, shall be presented at the December meeting.

### **Categories and Criteria**

- i. The Give-a-Hand Award will be given each month at the general meeting of MGNA, based on submissions from the members to recognize their peers.
- ii. **MGNA Master Gardener of the Year:** Nominees for this award must be Active members of MGNA. The criteria designated by the AMGA for the annual Mary Lou McNabb Award will be used as a guideline for selecting the MGNA Master Gardener of the Year, as follows:



- Current Active membership in MGNA and in the AMGA.
- Minimum of 100 hours per year in volunteer service.
- Leadership in a local project; multiple projects will enhance nominee's résumé.
- Attendance at local and/or state association meetings.
- Service as an officer in local and/or state associations.
- Giving programs to the public about Master Gardeners or on one of the areas covered in training.
- Furthering the image of the Master Gardener Program.
- Involvement in volunteer service activities that are supportive of the mission and purpose of the Alabama Master Gardener Program.

**iii. Group Project of the Year:** Nominations for this award must have an Active member of MGNA as Project Leader. Nominations shall be based upon successful and timely accomplishment of a project that has been pre-approved by the Board of MGNA.

iv. **Friend of Master Gardeners of North Alabama:** Nominations for this award shall be based upon the performance of an individual or group, not members of MGNA, whose support and assistance has enabled the organization to meet its annual goals.

v. **New Initiative Award:** This is an individual award for forming a new project or program, or taking initiative to reorganize or improve an existing program or project.

vi. **Lifetime Achievement Award:** The nominee for this award will be chosen based on having been an active MGNA member for a minimum of 20 years and having made significant contributions through volunteerism in MGNA.

vii. **Master Gardener Intern of the Year:** This award will be made to a Master Gardener intern who, during his or her first year of service, has shown exemplary commitment and dedication to the Master Gardener Program and the Extension Office. This award may be given to one intern from each of the preceding fall and winter classes. The nominees will be chosen by the REA, the Master Gardener Program Coordinator and the Master Gardener Class Team Leaders.

viii. **Gary Murray Outstanding Service and Dedication Award:** This AMGA award is presented to a non-master gardener for “Outstanding service, leadership, and dedication in providing superior educational programs to Master Gardeners, including teaching Master Gardener classes, speaking at conferences, and other support and special service to Master Gardeners.”

ix. **Jane R. Parks Memorial Fund** grants are awarded to existing horticulture/educational projects in Madison County. Grant opportunities are announced thru the MGNA website, local media, and direct mail to eligible recipients. Donations and distributions are reported separately from other income and expenses in the Treasurer reports.