

OZAUKEE MASTER GARDENERS

BY-LAWS

ARTICLE I NAME AND LOCATION

The name of this organization shall be Ozaukee Master Gardeners. Its location and chief place of business shall be in the State of Wisconsin, County of Ozaukee. Its mailing address shall be:

**Ozaukee Master Gardeners
P.O. Box 592
Grafton, WI 53024**

ARTICLE II PURPOSE

Section 1. The purpose of Ozaukee Master Gardeners is to serve the needs of local communities and gardeners in Ozaukee County by providing research-based horticultural information and educational opportunities.

To promote understanding of responsible gardening practices and provide a link between the community and the resources of Wisconsin Master Gardeners Association, Inc. (“WIMGA”).

To develop and increase horticultural knowledge for all Master Gardener Volunteers, thereby providing effective horticultural resources and expertise for Ozaukee County residents and surrounding areas.

To provide educational programs supporting environmentally sound horticultural practices and to promote environmental stewardship.

To operate as an independent organization with primary resources and incorporating guidelines from WIMGA.

ARTICLE III MEMBERSHIP

Section 1. There are different levels of participation in the organization. The hours reported in the Online Reporting System (“ORS”) by December 31st of each year determines the member’s status for the following year.

- A. Membership levels, requirements, and the ORS for Wisconsin Master Gardeners can be found online at: <https://mastergardener.extension.wisc.edu/report-your-hours/>.
- B. Ozaukee Master Gardeners will maintain their WIMGA membership by recording their hours as outlined on the website above. In addition, members are expected to spend at least ten (10) hours per calendar year volunteering with local Ozaukee Master Gardeners projects.

Section 2. Voting Members. Voting members shall have all privileges of membership and shall each be entitled to one vote on any matter requiring a vote. Proxy voting shall not be permitted.

Section 3. Good Standing Status. Good standing is accomplished by paying annual dues and timely reporting in the ORS the minimum requirements for maintenance of certification.

Section 4. Removal of Members. Upon a recommendation by a majority vote of the Executive Board, members may be removed by a vote of two-thirds of all members entitled to vote (notwithstanding whether all members are present at a meeting to vote on such removal.)

Section 5. Annual Dues. Membership dues shall be determined annually by the Executive Board and sent to the Treasurer at the time of application for membership and thereafter by January 31st of each year. Membership in Ozaukee Master Gardeners includes membership in WIMGA.

ARTICLE IV VOLUNTEERS AND VOLUNTEER ACTIVITIES

Section 1. Ozaukee Master Gardeners volunteer service to their community and report time spent on approved projects to the Online Reporting System on a yearly basis. Members are responsible for educating homeowners and the community by disseminating research-based horticultural information.

Section 2. Volunteer work should be done on Ozaukee Master Gardeners approved projects, activities listed in the ORS system, educational opportunities, and fundraising events. Volunteer activities, may include, but are not limited to, the following:

A. Certified Volunteer Activities.

- a. Assist with horticultural programming in the community.
- b. Provide non-biased, accurate answers that do not promote a product, institution, or business.
- c. Participate in design and operation of exhibits, displays, and demonstrations.
- d. Promote the Extension Master Gardener Program whenever possible.
- e. Develop a topic interest area to share with others through talks or programs.
- f. Make presentations to garden clubs and other community organizations.
- g. Identify horticultural problems or areas in which education is needed.
- h. Answer only home horticultural questions, not commercial ones. All commercial horticultural questions must be referred to Extension.

B. Youth Volunteer Activities.

- a. Make presentations to 4-H groups, youth organizations, youth clubs and the like.
- b. Participate and organize school activities such as Arbor Day, Earth Day, and horticultural tours.

C. Service Volunteer Activities.

- a. Serve as a committee member on a local organization.
- b. Participate in Arbor Day planting.
- c. Design and/or plant park gardens and public areas.

ARTICLE V OFFICERS, DUTIES AND ELECTIONS

Section 1. Officers. All officers must be a Certified Master Gardener Volunteer in good standing. Officers shall include the following positions: President, President Elect, Past President, Vice President – Operations, Vice President – Projects, Secretary, Treasurer and three (3) Members-at-Large.

Section 2. Election of Officers. Voting members shall elect officers, by majority vote, at the Annual Meeting. Each voting member will be entitled to cast one (1) vote, regularly cast by paper ballot unless electronic voting methods are approved by the Executive Board.

Section 3. Method of Election. The President shall appoint a Nominating Committee at least thirty (30) days prior to the Annual Meeting. The Nominating Committee shall consist of one (1) Executive Board Member and at least two (2) individuals from the General Membership. The Nominating Committee shall submit a slate of officers for nomination at the Annual Meeting. Additional nominations may be made from the floor by the General Membership.

Section 4. Terms of Officers.

- A.** Officers shall be installed at the meeting at which they are elected and serve a one-year-term. The three (3) Members-at-Large shall be elected for alternating three-year-terms with the membership electing one (1) person each year.
- B.** An Officer may be re-elected to his/her post for no more than two (2) consecutive terms. However, extension of the terms may be requested by the Executive Board and approved by the General Membership.
- C.** The exception to the two-year term is the President and President-Elect. The President-Elect shall become President in the following year. The President will serve as Past President for one (1) year following his/her term as President.
- D.** Any officer may resign at any time by giving written notice to the Executive Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Executive Board. The Executive Board may fill any vacancy which occurs with an Ozaukee Master Gardeners Member until the next scheduled election.

Section 4. Removal of Officers or Committee Chairpersons. Based on an inability to adequately perform assigned duties, the Executive Board, upon a majority vote, may remove an Officer or Committee Chairperson from their position.

Section 5. Duties of Officers. The duties of officers are described in Appendix A.

Section 6. Executive Board. The Executive Board is comprised of the elected Officers, Members-at-Large, and Past President and shall be responsible for the day-to-day operations of Ozaukee Master Gardeners. The President-Elect will be the Chairperson of the Executive Board for a one-year-term. The Executive Board will meet monthly or as determined by the Executive

Board. A quorum will consist of at least six (6) members. At the October meeting of the Executive Board, the Board shall review the organizational by-laws.

Section 7. Compensation. Officers shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the Executive Board.

ARTICLE VI COMMITTEES

All committees will be determined and appointed by the Executive Board on an as-needed basis to perform specific duties. Committees and Committee Functions are described in Appendix B.

ARTICLE VII MEETINGS

Section 1. The Annual Meeting of Ozaukee Master Gardeners shall be held in the month of January at a time and place established by the Executive Board. It shall be the duty of the Membership Committee to give at least thirty (30) days' written notice of the Annual Meeting to all members by mail or email.

Section 2. All meetings may be held in-person or virtually. The determination will be made based on conditions outside of those deemed normal or those that would impede personal safety in any way.

Section 3. Ozaukee Master Gardeners shall meet on a regular schedule at such day, time, and place as determined by the Executive Board. When determined to be necessary, special business meetings or committee meetings may be held outside of the regular meetings. Special meetings shall be on five (5) days' written notice by mail or email, which shall describe generally the business to be transacted at the meeting.

Section 4. The Order of Business at Monthly Meetings is described in Appendix C.

Section 5. Each voting member will be entitled to cast one (1) vote on any motion at meetings. A motion will be passed by a majority of the voting members present.

Section 6. The conduct of all meetings shall be governed by the provisions of Roberts Rules of Order, Newly Revised, except when same conflict with these by-laws.

ARTICLE VIII LOGO

The official logo of this organization shall be approved by the Executive Board.

ARTICLE IX FUNDRAISING

The organization will conduct such fundraising activities as deemed necessary to fulfill the organization's purpose with approval by the Executive Board.

ARTICLE X FISCAL YEAR

The fiscal year of the organization shall begin on January 1st and end on December 31st.

ARTICLE XI AMENDMENTS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds majority of the membership present at any monthly or special meeting if at least thirty (30) days written notice signed by the President or Secretary is given to all members of the organization of intention to alter, amend, repeal, or adopt new by-laws at such meeting.

ARTICLE XII NON-DISCRIMINATION POLICY

Ozaukee Master Gardeners is an equal opportunity organization and will not allow discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law. It is the expectation that our members support these values.

ARTICLE XIII CONFLICT OF INTEREST

Whenever an Officer or Member has a financial or personal interest in any matter coming before the Executive Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, promoting, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Officers or Members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XIV INDEMNIFICATION STATEMENT

It is the intent of Ozaukee Master Gardeners to indemnify Officers to the full extent permitted under Wisconsin Law for nonprofits and unincorporated associations, for any statement, vote, decision, or failure to act because of their role as an Officer of the organization.

ARTICLE XV NON-PROFIT ORGANIZATION

Section 1. Ozaukee Master Gardeners is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Members, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 3. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law), or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE XVI DISSOLUTION

Upon the dissolution of the organization, the Executive Board shall, after paying or making provision for the payment of all of the organization’s liabilities, dispose of all of the organization’s assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine, or shall distribute to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court for the County in which the organization 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.

REVISIONS approved by Executive Board on September 12, 2022, and by voting membership on October 27, 2022.

APPENDIX A DUTIES OF OFFICERS

APPENDIX B COMMITTEES AND COMMITTEE FUNCTIONS

APPENDIX C ORDER OF BUSINESS AT MONTHLY MEETINGS

APPENDIX A – DUTIES OF OFFICERS

1. President
 - a. Shall provide leadership, develop the monthly meeting agenda, and preside at all meetings of the organization.
 - b. Shall appoint all committees and have general supervision of the organization.
 - c. Shall be an ex-officio member of all standing or special committees and shall be informed via email of committee meetings and events.
 - d. Shall serve as the representative to the State Association (WIMGA) and shall appoint another officer to serve as alternate representative in his/her absence/unavailability.

2. President – Elect
 - a. Shall preside in the absence of the President or at the President’s request.
 - b. Shall be the Chairperson of the Executive Board.
 - c. Shall assist and work in conjunction with the President in the execution of the President’s duties with the intent of learning the role and responsibilities for the upcoming term.

3. Vice President – Operations
 - a. Shall preside at meetings at the President’s request.
 - b. Shall manage the organizational committees’ chairpersons and give update reports at the monthly membership meetings.

4. Vice President – Projects
 - a. Shall manage the horticultural projects’ chairpersons and give update reports at the monthly membership meetings.

5. Treasurer
 - a. Shall be responsible for and shall keep accurate records of all the organization’s funds, including receiving and issuing receipts for monies due and payable to the organization, depositing monies in the organization’s name in an authorized financial institution, and disbursing checks from the organization’s authorized depositories.
 - b. Shall sign all organization checks.
 - c. Shall prepare a monthly Income Statement and report such activity in the form of a Treasurer Report at the monthly meetings. The report shall be emailed in advance of the meeting to all members.
 - d. Shall prepare an Annual Report subject to audit.
 - e. Shall be responsible for acting upon the joint decision of the Executive Board regarding the investment of funds.
 - f. Shall determine annually if the organization is required to file Federal and/or State tax returns and shall file any required returns on a timely basis.
 - g. Shall maintain the book of records using the cash method on a calendar tax year.

- h. Shall prepare a monthly income statement and monthly report of disbursements and deposits to be presented for approval at each Executive Board meeting.
 - i. Shall keep detailed records of payment of annual dues.
 - j. Shall participate in any audit of books and records that is approved by the Executive Board.
6. Secretary
- a. Shall keep accurate records of all meetings of the organization in the form of Meeting Minutes which shall be emailed to all members within a reasonable time after the conclusion of the meeting.
 - b. Shall be responsible for the proper storage and retention of all documents, records and correspondence of the organization.
7. Members-at-Large
- a. Shall assist the other officers in carrying out the leadership functions of the organization, participate in agenda items at Executive Board meetings, and complete the duties of any officer unable to fulfill their duties.

APPENDIX B – COMMITTEES AND COMMITTEE FUNCTIONS

- 1. Ad Hoc
 - a. Officer Nominations
 - b. Audit
- 2. Organizational
 - a. Membership
 - i. Recruitment
 - ii. Retention
 - iii. Volunteer Opportunities
 - iv. Awards/Recognition
 - v. Membership Events
 - vi. Mentorship
 - b. Education
 - i. Monthly Meetings – Speaker Series
 - ii. Public Education
 - iii. Master Gardener Volunteer Continuing Education
 - c. Newsletter
 - d. Publicity
 - e. Website
 - f. Special Events
 - g. Fundraising
 - h. Social Media
 - i. Other
 - j. Projects
- 3. Horticultural

APPENDIX C – ORDER OF BUSINESS AT MONTHLY MEETINGS

1. Educational Program
2. Call to Order
3. Introduction of New Members and Guests
4. Approval of Minutes from Previous Meeting
5. Approval of Treasurer Report
6. Vice President – Operations Report (Organizational Committees)
7. Vice President – Projects Report (Horticultural Committees)
8. Old Business
9. New Business
10. Open Forum
11. Adjournment