I. NAME AND LOCATION

The name of the organization shall be: Calumet County Master Gardeners Association and its location and chief place of business shall be in Calumet County. Its mailing address shall be:

Calumet County Master Gardeners
UW-Extension Office
206 Court Street
Chilton, WI 53014-1198

II. PURPOSE

The purpose of this organization is exclusively for horticulture education to supplement the effort of the University of Wisconsin-Extension Program and thereby provide education and information on horticulture to the residents of Calumet County without the inclusion of any purpose or intention of carrying on any business, trade, advocacy, or profession for profit. The UW-Extension agents and specialists with horticulture responsibilities will advise and help direct the focus of the organization in keeping with the objectives of UW-Extension. The educational purpose to be within the meaning of Section 501(c)(3) of the Internal Revenue Code.

III. MEMBERSHIP

Section 1. The membership of the association shall consist of the founding members and such additional members as shall be admitted by the Board of Directors.

Section 2. Membership in the association shall consist of the following categories:

A. Voting Members of WIMGA:

1. Certified Master Gardeners: those persons certified by UW-Extension who are in good standing. Good standing is accomplished by completing the yearly training and service requirements by UW-Extension for maintenance of certification as a Master Gardener as determined by the member’s local association or county.

2. Intern Master Gardeners: those persons who have completed the UW-Extension Master Gardener Training Program but have not satisfied the service requirements for certification.

B. Non-Voting Members of WIMGA:

1. Inactive Master Gardeners: those persons who have been active Master Gardeners but who have not accomplished the yearly training and service required by UW-Extension as determined by the member’s local association or county. Voting rights are suspended until UW-Extension requirements for recertification have been completed.

2. Student Master Gardeners: those persons currently taking MG training but who have not completed the Training Program.

   • must work with a certified or Intern MG on any MG project
   • must not represent themselves as a UW-Extension MG or give advice representing UW-Extension until they become Intern MGs.
3. **Associates**: those persons who join the association while taking MG training. And those who join during the period when MG training is not available but plan to comply with the standards set for Certified Master Gardeners at the next available training opportunity. A Associate member:

- must work with a certified or Intern MG on any MG project
- must not represent themselves as a UW-Extension MG or give advice representing UW-Extension until they become Intern MGs.

4. **Friends of Master Gardeners**: those persons who wish to support the association from industry, business, or the community, but who do not plan to take MG training. Friends also include persons who take the MG Training for a higher fee with the understanding that there will be no volunteer service hours required.

Section 3. The Board of Directors shall prescribe the terms and conditions of the membership of the association.

Section 4. The certified UW-Extension Master Gardeners, in good standing, if they so wish, may be members of the association upon receipt of their annual dues.

Section 5. The annual dues associated with each class and category of membership shall be determined by the Board of Directors. Dues are payable at the time of applying for membership and thereafter on January 1 of each year.

**IV. MEETINGS OF MEMBERS**

Section 1. The annual meeting of the members of the association shall be held at a time and place agreed upon by the Board of Directors, at which time the Board of Directors shall be chosen from among the members.

Section 2. Special meetings of the association may be called by the President, or with his/her concurrences by another officer, or upon written request of three members of the Board of Directors when, in their opinion, the business of the association so requires.

Section 3. At such meetings each voting member shall be entitled to cast one vote at any election or on any subject of any annual or special meeting of the members.

Section 4. Non-voting members may attend meetings and participate in discussions but shall have no voting rights and shall not have the right to make or second motions.

Section 5. The conduct of all meetings shall be governed by the provisions of Roberts Rules of Order, Newly Revised, except when the same are in conflict with these By-laws.

Section 6. At any meeting of the members of the association, members present 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 elect Directors.

**V. BOARD OF DIRECTORS**

Section 1. The Board shall not have the power to amend the By-laws.

Section 2. The Board of Directors shall have the power to adopt these By-laws as operational until the first association meeting, at which time the By-laws will be adopted by the association.

Section 3. At no time shall the Board of Directors consist of more than thirty (30) Directors.
Section 4. Directors will elect four officers among themselves to include Treasurer, Secretary, Vice President, and President. The terms of the office for said four officers will be one year and not more than three (3) consecutive terms for President and Vice President. The immediate Past President shall also be a Director for the year following his/her leaving the office of President.

Section 5. Vacancies on the Board of Directors shall be filled by a majority vote of the Directors at any meeting of the Board of Directors provided that any such appointment shall be only to fill the unexpired term of the predecessor until the next annual election. Any Director elected or appointed may be removed by the Board at a duly called meeting whenever in its judgment the best interests of the association are served thereby.

Section 6. A majority of the Board of Directors 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. Conduct of all meetings of the Board of Directors shall be governed by provisions of Roberts Rules of Order, Newly Revised, except when the same are in conflict with these By-laws. A mail vote of the Board of Directors may be taken and shall be sufficient on any question of routine procedure. On matters of policy, a mail vote shall not be sufficient except in the case of a meeting previously called wherein notice of the question concerned has been sent to all Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 7. Regular meeting of the Board of Directors shall be held in such time and places as the Board, by resolution, shall appoint. Special meetings of the Board of Directors may be called at the direction of the President of the association or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 8. The Board of Directors may formulate rules and regulations for the admission of members in addition to members subscribing to the association prior to December 31, 1993, which members shall be known as the founding members.

Section 9. The Board of Directors may provide for the issuance of appropriate certificates of membership.

Section 10. The Board of Directors shall keep minutes and records of all its proceedings and of committees acting under its authority. It shall at all times have available for the annual meeting of members and special meetings thereof a list of names and addresses of the members entitled to vote at such meetings.

Section 11. The Association shall have the power: to take, hold by gift, bequest, devise, purchase, lease, either absolutely or in trust, and administer for any of its objectives, policies, and programs, any fund or funds, real or personal property, without limitation as to amount of value, except as may be prohibited by law of the State of Wisconsin; and to convey such property and invest and reinvest any principal and to deal with and expend the income or principal and to use and dispose of the real and personal property in such manner as in the judgement of the association or the Board of Directors will best promote the objectives, policies, and programs of the association. The association shall have and shall exercise all powers conferred by law to such organizations and consistent with the laws of any state, territories and possessions of the United States of America wherein such acts and transactions may originate or where any property is held.
Section 12. The Board of Directors shall have power and authority (1) to receive and administer funds and other assets, (2) to represent the interest of the Calumet County Master Gardeners Association to the Wisconsin Master Gardeners Association, (3) one Director in good standing will be elected for a three-year term to represent the Calumet County Master Gardeners Association on the WIMGA Board of Directors. If Director cannot fulfill the term, the Board of Directors shall appoint a replacement.

Section 13. The President, Vice President, Secretary, Treasurer, and the immediate Past President shall constitute the Executive Committee. The Executive Committee shall have and exercise such authority as may be delegated to it by the Board of Directors in the management of affairs of the association.

Section 14. Ex-officio members. University of Wisconsin Extension Agent(s) with horticultural responsibilities will advise and help direct as an Ex-officio Director(s) at Board meetings. This position does not hold voting rights. An individual selected from and by the Friends of Master Gardeners may also serve as an Ex-officio Director to give advice to the Board. This position does not hold voting rights.

VI. OFFICERS

Section 1. At each annual meeting or at any meeting called for that purpose, the association’s Board of Directors shall elect by a majority vote of those present, a President, a Vice President, a Secretary, and a Treasurer, each of whom must be a member of the association.

Section 2. The officers of the association shall be installed at the annual meeting and shall hold office for one year until the next appropriate annual meeting or until their respective successors shall have been duly elected and qualified.

Section 3. Any officer may resign at any time by giving written notice to the association’s Board of Directors. Such resignations shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 4. Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present whenever in its judgement the best interests of the association are served thereby. A two-thirds vote of the directors is required.

Section 5. The Board of Director shall fill any vacancies as required, with appointment valid until the next regular election.

Section 6. The President shall supervise and direct the objectives, policies, and programs of the association. (S)he shall preside at all meetings of the association and of the Board of Directors. In his/her absence, and if the Vice President is not present, the Board of Directors in attendance shall appoint one of their own members to preside. The President shall be an Ex-officio member of any and all standing or special committees. In general, the President shall have all powers and perform all duties incident to the office of President and such other powers and duties as may be prescribed by the Board of Directors from time to time.

Section 7. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned by the President or the Board of Directors.
Section 8. The Secretary shall be responsible for recording and reporting association minutes. (S)he shall keep a membership record and shall exhibit same when requested by the Board of Directors. The Secretary shall give notice to all members of all meetings of the association for which notice must be given as required by these By-laws. In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 9. The Treasurer shall have, subject to such regulations as may be promulgated by the association or by the Board of Directors, the care and custody of the general funds, but shall not be solely responsible for permanently investing funds, securities, and assets, which shall be the responsibility, and under the direct supervision, of the Board of Directors. The Treasurer shall see that all funds and securities are deposited in such banks or other depositories as the Board of Directors of the association designates. In general, the Treasurer shall perform all duties incident to his/her office and any other similar duties as from time to time may be assigned by the President or the Board of Directors.

VII. FINANCES

Section 1. Funds may be solicited for purposes previously approve by the Board of Directors. 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 of Directors shall, after paying or making provisions for the payment of all of the liabilities of this association, dispose of all of its assets exclusively for the purpose of this association to such organization or organizations organized and 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) as the Board of Directors shall determine. 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 courts 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; and all contributions and disbursements from the association shall be recorded by the Treasurer.

Section 4. Expenses for an accounting year shall not exceed funds available to pay them in that year.

Section 5. The Board of Directors shall approve an itemized annual budget at each annual meeting.

Section 6. An audit report of the finances of the association shall be made annually by the audit committee at the end of each accounting year; and at such other times if any of the Board of Directors shall direct. The auditing committee shall be appointed by the Board of Directors.

Section 7. The fiscal year of the association shall commence January 1 and terminate on December 31.
VIII. SEAL

Section 1. The official seal of the association, if any, shall have inscribed thereon the name of the association and shall be in such form and contain such words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping, or otherwise making, placing or affixing or causing to be printed, engraved, lithographed, stamped, or otherwise made, placed or fixed upon any paper or document, by any process whatsoever, and impression, facsimile, or other reproduction of said official seal.

Section 2. Use by business and industry, private parties, Wisconsin Master Gardeners Association members or not, for advertisement, profit, or gain is strictly prohibited.

IX. PARLIAMENTARY AUTHORITY

Rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the By-laws and any special rules or order the organization may adopt.

X. 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 Association meeting if at least thirty days written notice signed by the President or Secretary is given to all members of the Association of intention to alter, amend, or repeal, or adopt new by-laws at such meeting.

XI. PROXY VOTING

Voting by proxy is permitted to the extent permitted by the laws of the state of Wisconsin, subject to such rules and restrictions, if any, as may be imposed by the Board of Directors.

XII. LEGISLATIVE OR POLITICAL ACTIVITIES

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

XIII. OPERATIONAL LIMITATIONS

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

January 19, 2001