

Bylaws of Central Missouri Master Gardeners
University of Missouri Extension Master Gardener Program
Cole County Extension Center, Jefferson City, Missouri
Effective March 1, 2009

ARTICLE I – NAME AND PURPOSE

Section 1: Name: The name of this corporation shall be Central Missouri Master Gardeners (CMMG).

Section 2: Mission Statement: The mission of the volunteer Central Missouri Master Gardeners is to provide to the public research-based horticultural training and information on local climate, soils, and plants through educational community projects and programs and for gardening enjoyment.

Section 3: Governance: CMMG is a corporation engaged primarily in activities carried out pursuant to agreements with the University of Missouri Extension and Jefferson City Parks, Recreation & Forestry Division. The corporation shall be governed by the Bylaws and Policies and Procedures set forth by the University of Missouri Extension Master Gardener Program (UMXMG) and shall represent the interests of University of Missouri Extension. The local University of Missouri Extension Coordinator will serve in a non-voting, advisory position.

Section 4: Purpose: Central Missouri Master Gardeners is organized exclusively for educational purposes through the Master Gardener Program under the auspices of University of Missouri Extension. The purposes of CMMG are as follows:

1. Conduct the Master Gardener core course of study; known as the Master Gardener Education Program (MG Program);
2. Assist the Cole County Extension Center by promoting the MG Program throughout Central Missouri and by mentoring trainees in the MG Program;
3. Act as a non-profit public organization in its promotion of the MG Program under the umbrella of UMXMG and the Cole County Extension Center;
4. Promote the joy of gardening by offering educational garden-related programs to the public;
5. Maintain the CMMG Education Projects—the Demonstration Gardens and Greenhouse in North Jefferson City and Cole County Extension Center grounds—as long-term training projects for volunteers in the MG Program;
6. Conduct an annual plant sale with a public education focus to raise budgetary funds;
7. Offer gardening-centered educational opportunities to MG volunteers with monthly programs, field trips, and activities;
8. As part of community outreach, provide landscape and plant consultation and assistance in initial plant installation to non-profit organizations for short-term MG Community Projects approved by the CMMG Board;
9. Establish a MG Speakers Bureau on gardening topics to be available for requests received by CMMG and/or the Cole County Extension Center.

Section 5: Principal Office

1. The principal office of the corporation shall be located in the Cole County Extension Center, 2436 Tanner Bridge Road, Jefferson City, Missouri 65101.

Section 6: Period of Duration: The period of duration of the Corporation is perpetual.

ARTICLE II – MEMBERSHIP

Section 1: Voting Members: Membership in this organization consists of Certified Master Gardeners who have completed both the core course of study and the volunteer requirements, and are identified as Active Master Gardeners in the Policies and Procedures for CMMG. Active Master Gardeners are voting members of the organization and may be elected to the CMMG Board and serve an office, while Inactive Master Gardeners are non-voting members.

Section 2: Transfer of Membership: Certified Master Gardeners may transfer their membership to CMMG from another state if they can substantiate their certification and volunteer hours from their previous coordinator. The determination of further training or performance of volunteer hours, as in the case of inactive transfers or out-of-state transfers, shall be at the discretion of the CMMG Program Training Coordinator(s) in consultation with the CMMG Board.

Section 3: Use of Name: The designation “University of Missouri Extension Master Gardener” is to be used exclusively by trained and certified Missouri Master Gardeners in CMMG Board-approved educational programs and projects that provide gardening information. Only those individuals currently certified in the program may call themselves Master Gardeners.

Section 4: Commercial Use of Name: Master Gardeners are not to advertise as Master Gardeners in their names or places of business, nor be listed as such in business advertising. Association with commercial activity or products, or the giving of implied University of Missouri Extension endorsement to any product or place of business, is a violation of UMXMG policies. Master Gardener training and experience may be given as qualifications when seeking employment; however, once employed, Master Gardener credentials may not be displayed. Membership may not result in financial gain for any CMMG volunteer member.

ARTICLE III – MEETINGS

Section 1: Membership Meetings:

- A. Open Monthly Meetings: Meetings of the CMMG are held on the 4th Tuesday of each month at 6:30 pm. Meeting dates, times, and locations may be modified at the CMMG Board's discretion, giving notice of any changes. Public guests are welcome at CMMG programs.
- B. Proper Notice: All voting members of CMMG shall be notified of the time, date, place, and agenda of monthly membership meetings. The public shall be notified of monthly meetings by local media notices.
- C. Closed Meetings: On a majority vote, CMMG member bodies may vote to close a portion of a future meeting to discuss content specifically related to a statutory exception or to close a vote; for example, specifications for competitive bidding. The specific reason for closing the meeting must be entered into the minutes and added to the agenda. Upon completion of the closed portion of the meeting, the body must return to the open-meeting agenda.
- D. Quorum: A majority of one-fourth of Active Master Gardeners, as defined in the CMMG Policy & Procedures and determined by the most recent membership list, shall constitute the quorum which must be present before business may be transacted with motions and voting.
- E. Voting: Voting may be verbal. However, a vote by show of hands or by secret ballot may be requested by any CMMG member. Approval of motions, except revisions to the CMMG Bylaws (see Article VII), requires a simple majority of voting members present.

Section 2: Annual Meeting: The annual meeting for year-end reporting shall be the November meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board of Directors:

- A. Elected Voting Members: The CMMG Board of Directors (Board) shall consist of twelve nominated and elected Active Master Gardeners, who constitute the voting members. Of these twelve, the four nominated and elected officers of the CMMG Board consist of Chairperson, Vice Chairperson, Secretary, and Treasurer
- B. Non-Voting Members: The Public Relations Editor, the Newsletter Editor, the local University Extension Coordinator, and other CMMG Master Gardeners requested by the CMMG Board, attend the Board of Directors meetings as non-voting members. The Public Relations Editor and the Newsletter Editor promote the purpose and activities of the CMMG Education Program, the educational projects, and the community projects.
 - 1. The Public Relations Editor is responsible for coordinating all CMMG publicity in local media (i.e., newspaper, radio, television) with the Board of Directors and Committee Chairs;
 - 2. The Newsletter Editor distributes information as specified in the CMMG Bylaws to active CMMG members on a timely basis through the monthly CMMG newsletter.

Section 2: Full Board Responsibility: The CMMG Board of Directors is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the Chairperson, Officers, and Committees. CMMG Board members shall be familiar with the CMMG Bylaws and CMMG Policies and Procedures.

The full Board of Directors' responsibilities include, but are not limited to:

- A. Presenting the proposed budget to CMMG members for comment prior to approving the annual budget;
- B. Approving CMMG Community Projects as proposed on the CMMG Project Approval Form;
- C. Approving changes to the CMMG Education Program;
- D. Recommending expenditures over \$500 not included in the annual budget for discussion with general membership prior to approval.
- E. Ensuring that CMMG Bylaws and CMMG Policy & Procedures are adhered to in all CMMG activities;

Section 3: Individual Board Member Responsibilities:

- A. **Monthly Meetings:** Each CMMG Board member is responsible for organizing one of the gardening-related programs at a monthly meeting each year of his/her term. Board members are asked to present their tentative program proposal to the Vice Chairperson at the **September** board meeting.
- B. **Newsletter Articles:** By the 1st of the meeting month, the responsible board member shall submit a brief article about the program to the CMMG Newsletter Editor to inform general membership and to the CMMG Publicity Editor to inform the public
- C. **Support the CMMG Program:** Each CMMG Board member shall help to promote the MG Education Program and Projects. He or she will help to fairly distribute the responsibilities of the MG Program and the related projects among the membership at large, encouraging Master Gardeners to act as mentors to new members and to volunteer for the MG Program and CMMG Educational and Community Projects.

Section 4: Terms of Assignment:

- A. **Board Year:** A board year as applied to membership and officers is from September 1 to August 31.
- B. **Election and Term of Office:** CMMG Board members are elected for a term of two (2) years, not to exceed a maximum of two (2) consecutive terms, unless modified at the CMMG Board's discretion. After an absence of one (1) year, a Master Gardener may be nominated for another term. Each year, half of the full Board of Directors of twelve members are elected. Nomination and election of CMMG Board members shall follow procedures outlined in *CMMG Bylaws, Article VI Section 7*.
- C. **Vacancies:** Nominations for a Board vacancy may be received by the Secretary from present CMMG Board members at least two weeks in advance of a regular Board meeting and voted on at the next board meeting. These vacancies will be filled only to the end of the particular CMMG Board member's term.
- D. **Resignation, Dismissal, and Absences:** Resignation from the CMMG Board must be in writing to the Secretary. Any CMMG Board member with unexcused absences from two (2) regular CMMG Board meetings shall be subject to dismissal from the board, but extenuating circumstances will be considered before recommending dismissal. A CMMG Board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining members.

Section 5: Operation of the Board:

- A. **Open Meetings:** The CMMG Board shall meet monthly, establishing at the September meeting a specific date and time for the year.
- B. **Proper Notice:** All CMMG Board members and CMMG voting members shall be notified of the time, date and place of CMMG Board meetings. Meeting dates, times, and locations may be modified at the board's discretion, notifying CMMG membership of the change 24 hours (excluding weekends and holidays) prior to the meeting.
- C. **Closed Meetings:** To close a portion of a CMMG Board meeting to discuss content specifically related to a statutory exception, the CMMG Board shall follow policy as described in *CMMG Bylaws, Article III Section 1*.
- D. **Special Meetings:** Special CMMG Board meetings, those deemed essential to timely business conduct, shall be called upon at the request of the Chairperson or one-third of the CMMG Board. Notices of special meetings shall be emailed to CMMG Board members at least 24 hours in advance.
- E. **Quorum:** A quorum must be attended by a majority of elected CMMG Board members, as attested by the roll call, (majority being more than half), before business can be transacted or motions passed.
- F. **Voting:** Voting may be verbal. Voting policy follows *CMMG Bylaws, Article 3, Section 1*.
- G. **Representation of CMMG:** No member of CMMG, except for the Chairperson, shall represent the CMMG Board of Directors or the CMMG Program in making any statement, written or oral, without prior authorization of the CMMG Board.
- H. **Referral to Full Membership:** On the request of one CMMG Board member, any matter brought before the CMMG Board may be referred to the full CMMG membership for consideration.

Section 6: Limited Liability of Directors

- A. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under applicable Missouri State Law; and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or the liability of a director for the payment of taxes pursuant to local, State and Federal Law.

ARTICLE V: BOARD LEADERSHIP

Section 1: Officers: Elected Officers of the CMMG Board shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 2: Election and Term: The CMMG Board Officers are elected for a term of two (2) years, not to exceed two (2) consecutive terms, unless modified at the Board's discretion. Election of officers shall take place at the August membership meeting.

Section 3: Duties and Responsibilities: The duties and responsibilities of the officers of the CMMG Board are as follows:

A. Chairperson of the Board:

1. Be the contact spokesperson for CMMG to the UMXMG, to the local University Extension Coordinator, to the news media, as well as public and private community agencies;
2. Prepare and communicate to all members the time, date, location, and agenda of scheduled and/or special meetings of the CMMG Board and of CMMG membership;
3. Preside at scheduled and special meetings of the CMMG Board and of CMMG membership;
4. Meet with the Standing Committee Chairs to prepare monthly agendas and reports for membership meetings and to conduct business transactions approved by the CMMG Board;
5. Call special meetings of the CMMG Board when deemed essential;
6. Prepare and follow scheduled order of business at CMMG meetings, starting and stopping meetings on time;
7. Work with Committee Coordinator in carrying out the duties and responsibilities of the organization, keeping Committee Chairs informed of Board decisions affecting their committee or project;
8. Notify the Committee Coordinator of pertinent information as received from the local or state University Extension Coordinators.
9. Be responsible for storing and using the corporate seal on official documents.

B. Vice Chairperson of the Board:

1. Assume the duties and responsibilities of the CMMG Chairperson in his or her absence;
2. Reserve facilities for scheduled/special meetings and check details ahead of scheduled/special meetings;
3. Perform other duties as requested to assist the CMMG Chairperson.

C. Secretary:

1. Record member attendance and minutes, to include a synopsis of the educational program, at scheduled and special meetings of the CMMG membership and CMMG Board meetings. Closed meeting minutes are recorded but not publicized;
2. Publish the minutes of general membership meetings in the CMMG newsletter for members' revision and/or approval;
3. Provide a copy of membership minutes to the CMMG Publicity Editor for media publication;
4. Distribute by email minutes of each scheduled and special CMMG Board meeting to Board members for revision and/or approval. After approval, submit the minutes to the CMMG Newsletter Editor for publication to members;
5. Attend to all official correspondence;
6. Perform other duties and responsibilities as deemed necessary and appropriate as custodian of CMMG records.

D. Treasurer:

1. Keep an accurate written account of all monies and separate fund accounts;
2. Make timely payments of bills, reimbursing members' expenditures from a receipt of payment and after written approval by a Committee Chair or Board member;
3. Provide a monthly written "Treasurer's Report" of income, expenses, and balances to be reported at regularly scheduled CMMG Board and CMMG membership meetings and to be kept in the minutes;
4. Provide an annual summary report of income, expenditures, and fund balances for the Board at the October Board meeting;
5. With Finance Committee, develop an annual budget in June to be submitted to the CMMG Board at the July meeting, with submission for comment to the CMMG membership at their July meeting. Final Board approval occurs at August Board meeting with approved budget distributed to membership at the August monthly meeting.
6. Make financial transactions over \$500 not in the approved budget, only with approval of the CMMG Board

7. Co-sign with the Chairperson and one CMMG Board member the financial forms for the CMMG bank account, requiring the Chairperson's and Treasurer's two signatures on every payable check, utilizing the third Board member's signature if necessary;
8. Perform other duties and responsibilities as deemed necessary and appropriate for financial control of CMMG funds.

ARTICLE VI: STANDING AND PROJECT COMMITTEES

Section 1: Standing Committees: Standing Committees organize, direct, and maintain the CMMG membership organization and report to the CMMG Board of Directors. At least one CMMG Board member shall be on each Standing Committee. The CMMG Board may create Standing Committees and sub-committees from membership rules-of-order motions. Standing Committees include Finance, Nominating, and Education Program.

Section 2: Project Committees:

CMMG Educational Projects: The MG Demonstration Gardens and the MG Greenhouse in North Jefferson City and the Cole County Extension grounds serve as the primary long-term volunteer training projects for both MG Trainees and Active Master Gardeners.

CMMG Community Projects: The short-term volunteer community projects serving non-profit organizations is part of the CMMG education outreach effort. CMMG members may propose Community Projects by submitting the Volunteer Project Approval Form to the CMMG Board for approval. Community Projects are renewable every two years through the Volunteer Project Approval Form to re-evaluate both goals of the project and CMMG member responsibilities.

Committee Organization: Both Educational and Community Projects are organized by Committee with a Committee Chair, who reports to the Committee Coordinator.

Section 3: Committee Coordinator: The CMMG Board elects a Committee Coordinator from Board members at its first meeting to serve for two (2) years. The Committee Coordinator shall perform these duties:

- A. Solicit committee chairs and volunteers at monthly membership meetings, appointing Committee Chairs as needed;
- B. Meet with Committee Chairs to coordinate calendar activities and publicity; notifies members of committee meetings through email or the newsletter;
- C. Review the CMMG Bylaws and CMMG Policy & Procedures with Committee Chairs;
- D. Notify appropriate Committee Chairs of pertinent information as received from the CMMG Chairperson or local University Extension Coordinator;
- E. Receive budget requests from Committee Chairs by June 1 and meet with Finance Committee in October to prepare a budget;
- F. Report progress of Educational and Community Projects and Standing Committees to the CMMG Board from committee minutes;
- G. Act as liaison between CMMG Board and Committee Chair(s) to resolve conflicts and propose major changes to Educational and Community Projects, if so desired by pertinent Committee Chair.

Section 4: Committee Meetings and Members: Committee Chairs serve a minimum two-year term. CMMG members may volunteer for Committees at monthly membership meetings. CMMG members are welcome to attend Committee meetings, but are asked to contact the Committee Chair prior to the meeting. A committee member shall keep minutes of committee meetings, including attendance, sending a copy to the CMMG Committee Coordinator.

Section 5: Committee Chair Responsibilities:

- A. Recruit members and notify members of meetings and activities;
- B. Present to the committee coordinator
 1. By June 1, a Project Budget Form request for committee needs for the next year;
 2. By September 15, a written financial report of the year's income, expenditures, and balance;
- C. Inform CMMG members of their project's major activities by reporting at monthly meetings
- D. Keep a file of committee reports, publicity, and activities to pass on to the Committee Coordinator for future Committee Chairs;
- E. Submit original receipts and Reimbursement Request form to the CMMG Treasurer for reimbursement of Committee expenses, retaining a copy for the Committee file;
- F. Submit a written explanation to the CMMG Finance Committee for Board approval to overspend the allocated Committee budget.

Section 6: Finance Committee:

- A. Members: The Finance Committee includes the CMMG Treasurer as Chair, the Committee Coordinator, the Program Training Coordinator, and the CMMG Chairperson. Other members may be assigned by CMMG Board members.
- B. Responsibilities: The Finance Committee is responsible for
 1. Developing and reviewing fiscal procedures;
 2. Developing a fundraising plan as needed with Committee Chairs;
 3. Assisting in the preparation and review of the annual budget;
 4. Present annual budget to the CMMG Board at the July Board meeting with submission for comment to the CMMG membership at their July meeting. Final Board approval occurs at August Board meeting with approved budget distributed to membership at the August monthly meeting
- C. Budget Guidelines: All expenditures must be within the annual budget. All budgets requests shall be due June 1st. Any proposed major changes to the budget must be recommended by the CMMG Financial Committee and approved by the CMMG Board.
- D. Financial Reports: The fiscal year shall be from September 1st to August 31st. Treasurer and Committee Annual reports are to be submitted to the CMMG Board for the October Board meeting, showing the previous year's income, expenditures, and balances. The annual reports will be included in the December newsletter.
- E. The CMMG Board appoints a Financial Oversight Committee consisting of two (2) board members, who are not members of the Finance Committee, and two (2) Active Master Gardeners. The responsibility of the Financial Oversight Committee will be to oversee the books annually and report to the CMMG Board by November 1 each year

Section 7: Nominating Committee:

- A. Members: By the May membership meeting, the CMMG Chairperson shall appoint the Nominating Committee of at least four (4) members and a Chair, selecting members who are familiar with responsibilities of various nominating positions and who are familiar with membership.
- B. Responsibilities:
 1. In July, the Nominating Committee Chair shall publicize Board and Officer nominations in the CMMG newsletter. CMMG voting members may volunteer and/or nominate voting members.
 2. At the July meeting, the Nominating Committee shall present to the full membership a slate of vacant Board and officer positions, when nominations may be taken from the floor.
 3. At the August membership meeting, the Nominating Committee shall hold the election for CMMG Board members and officers, elected by a majority of the voting members present.

Section 8: CMMG Education Program Committee:

- A. Members: The CMMG Education Program Committee consists of the Program Training Coordinator, who is the director(s) of the MG core course of study and the MG Level II course of study; three (3) Educational Project Chairs; the CMMG Chairperson, two (2) CMMG Board members and the AV Editor. The local University Extension Coordinator may attend in a non-voting advisory position.
- B. Responsibilities:
 1. Considers and makes recommendations to the CMMG Board with regard to the maintenance, needs, and growth of the CMMG Program; i.e., the two MG core courses of study;
 2. Creates continuing education programs and tours for Active CMMG members that augment and reinforce the Master Gardener core course training;
 3. Coordinates proposed changes and growth of the three CMMG Educational Projects with the CMMG Education Program in collaboration with the Educational Project Committee;
 4. Creates educational outreach programs for the public that follow the mission and purposes of CMMG, to include but not limited to the MGTV program;
 5. Develops, organizes, and monitors the Master Gardener Mentor program, pairing an Active or Emeritus Master Gardener with a MG Trainee;
 6. Establishes and directs a MG Speakers Bureau.

ARTICLE VII. REVISION OF THE BYLAWS

The CMMG Bylaws shall be reviewed annually by the CMMG Board, but changes may be proposed at any membership meeting by any voting member. If Bylaws changes are in order, the CMMG Board shall appoint a Bylaws Committee. Proposed revisions to the bylaws will be distributed to all members and voted on at the next general meeting. Approval of Bylaws revisions requires a two-thirds (2/3) majority of all attending voting members.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Roberts Rules of Order shall be the parliamentary authority of all matters of procedure not specifically covered by the CMMG Bylaws or by the CMMG Policy and Procedures.

ARTICLE IX: DISSOLUTION

In the event this corporation is dissolved, any monies held in the Treasury after paying outstanding obligations as approved by the Board of Directors and any other tangible assets, with exceptions as noted, shall be turned over to the University of Missouri Master Gardener Endowment Fund. The Central Missouri Master Gardeners' Greenhouse and Demonstration Gardens, located in north Jefferson City, Missouri, shall be turned over to the City of Jefferson, Parks, Recreation, and Forestry Division.

Bylaws originally adopted 1996

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