

ARTICLE 1 NAME AND LOCATION

1.1 Name

The name of the organization shall be: Master Gardener Foundation of Kitsap County.

1.2 Principal Office

The principal office of the Foundation is located in Kitsap County, State of Washington.

Address: 614 Division St. MS-16, Port Orchard, WA 98366

The Foundation may also have offices at such other places, within or without the State of WA, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

1.3 Change of Address

The Board of Directors may change the principal office from one location to another within Kitsap County by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

ARTICLE 2 PURPOSES

2.1 The purposes of this non-profit Foundation are solely educational and charitable to enhance and supplement the effort of the Washington State University Master Gardener Program and thereby provide education and information on horticulture to the citizens of Kitsap County.

2.2 This Foundation's programs and policies are consistent with federal and state laws and regulations on non-discrimination regarding race, sex, religion, age, color, creed, national or ethnic origin, physical, mental or sensory disability, marital status, sexual orientation or status as a Vietnam-era or disabled veteran. Evidence of non-compliance shall be reported through the Kitsap County Extension office.

ARTICLE 3 MEMBERSHIP

3.1 Classes of membership

3.1.1 Voting Member: Any currently certified Washington State University Master Gardener, upon payment of dues, will be considered a voting member in good standing.

3.1.2 Associate Member: Any individual or organization who supports the purposes of this Foundation, upon payment of dues, will be considered a non-voting member in good standing.

### 3.2 Dues

Dues will be determined by the Board subject to approval by the membership. Annual membership dues are payable no later than January 1, the beginning of the Foundation's fiscal year.

### 3.3 Voting Rights

Each Voting Member is entitled to one vote on each matter submitted to a vote of the members. Voting at a duly held meeting may be by voice vote. Election of Directors and Officers and amendment of these Bylaws shall always be by written ballot.

### 3.4 Place of Meeting

All meetings of members will be held at the principal office of the Foundation or at such other place or places as may be designated from time to time by the Board of Directors or by the President of the Board.

### 3.5 Annual Meeting

An annual meeting of members and Directors will be held on the third Wednesday of September each year at 1:00 P.M. If the day fixed for the meeting falls on a legal holiday, such meeting will be held at the same hour and place on the next business day. If the annual meeting is not held on the date designated therefore, the Board will cause the meeting to be held as soon thereafter as may be convenient.

### 3.6 Special Meeting

Special meetings of the members may be called by the Board of Directors, the President of the Board or by not less than 1/20 of the voting members.

### 3.7 Notice of Meetings

Notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting.

If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Foundation, with postage prepaid.

Personal notification includes notification by telephone, fax or e-mail and will state the place, date and time of the meeting and the matters to be acted upon at the meeting. In the case of telephone answering machine, fax or e-mail notification, the member to be contacted will acknowledge personal receipt of the notice by a return message or telephone call within forty-eight hours.

The notice of any meeting of members at which Directors are to be elected will also state the names of all those who are nominees or candidates for election to the Board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this Foundation, a waiver of notice in writing signed by the member, whether before or after the time of the meeting,

shall be equivalent to the giving of such notice.

### 3.8 Quorum

A quorum shall consist of 20% of the voting members of the Foundation represented in person. No business will be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

### 3.9 Manner of Acting

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless these Bylaws require a greater number or different voting rules (ART. 3.3, 3.10, 4.13).

### 3.10 Action by Written Ballot

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Foundation distributes a written ballot to each member entitled to vote on the matter.

The ballot will:

- set forth the proposed action;
- provide an opportunity to specify approval or disapproval of each proposal;
- indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors and Officers, state the percentage of approvals necessary to pass the measure submitted; and
- specify the date by which the ballot must be received by the Foundation in order to be counted.

The date shall afford members a reasonable time within which to return the ballots to the Foundation.

Ballots will be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws (ART. 3.7).

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## ARTICLE 4 BOARD OF DIRECTORS

### 4.1 General Powers

The affairs of the Foundation will be managed by the Board of Directors.

### 4.2 Duties

4.2.1 Each Director may be appointed as an ex officio member of standing and special committees by the President.

4.2.2 It will be the duty of the Directors to perform all other duties imposed on them collectively or individually by these Bylaws and Foundation policies.(Foundation Policies will be attached when completed)

### 4.3 Numbers

The Board will consist of not less than 7 or more than 9 Directors, the specific number to be set

by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number will have the effect of shortening the term of any incumbent Director.

The Directors will include 4 elected officers, President, Vice President, Secretary and Treasurer, and the balance elected at-large.

#### 4.4 Qualifications and Election

The Directors will be of the age of majority in this State and voting members in good standing of the Foundation.

Each Director will be elected prior to the annual meeting, by a majority of the voting membership by written ballot as specified elsewhere in these Bylaws (ART.3.10).

#### 4.5 Term of Office

4.5.1 The President and Vice President will each serve a one year term with no consecutive term in that position. Upon completion of his or her term, the Vice President will automatically succeed to the position of President and remain in that role for a one year term.

4.5.2 For all other board positions, unless a Director dies, resigns or is removed, he or she will hold office for 2 years until the next annual meeting of the membership, or until his or her successor is elected, whichever is later.

4.5.3 No Director or Officer, elected by the members, will serve more than 2 consecutive terms in his or her position.

#### 4.6 Place of Meetings

Meetings will be held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board.

#### 4.7 Regular Meetings

Regular meetings of the Board will be held on the first Wednesday of each month at 1:00 P.M., unless such day falls on a legal holiday, in which event the regular meeting will be held at the same hour and place on the second Wednesday of the month. By resolution, the Board may specify other times for holding regular meetings, providing at least one week notice to members.

#### 4.8 Special Meetings

Special meetings of the Board may be called by any Officer or by any two Directors. Such meetings will be held at the principal office of the Foundation or, if different, at the place designated by the person or persons calling the special meeting.

#### 4.9 Notice of Meetings

The following provisions shall govern the giving of notice for meetings of the Board of Directors:

- Regular Meetings. No notice need be given of any regular meeting of the Board of Directors unless the meeting time varies from that stated elsewhere in these Bylaws. (ART. 4.7)
- Special Meetings. At least one week prior notice shall be given by the Secretary of the Foundation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, fax or e-mail and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the

meeting.

In case of fax or e-mail notification, the Director to be contacted will acknowledge personal

receipt of the notice by a return message or telephone call within forty-eight hours.

- Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Foundation, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### 4.10 Quorum

A quorum shall consist of a majority of the members of the Board of Directors currently in office. No business will be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### 4.11 Manner of Acting

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

#### 4.12 Resignation

Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

No Director may resign if the Foundation would then be left without a duly elected Director or Directors in charge of its affairs.

#### 4.13 Removal

At a meeting of the members called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person at a meeting of members at which a quorum is present.

#### 4.14 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office

### ARTICLE 5 OFFICERS

#### 5.1 Number and Election

The Officers of the Foundation will be a President, Vice President, Secretary and Treasurer.

Each Officer will be elected prior to the annual meeting, by a majority of the voting membership by written ballot as specified elsewhere in these Bylaws (ART. 3.10).

Officers' terms will begin at the annual meeting following their election and, unless an officer dies, resigns or is removed from office, he or she will hold office until the next annual meeting of the membership or until his or her successor is elected and qualified, whichever is later.

#### 5.2 Resignation

Any Officer may resign at any time by delivering written notice to the President, Vice President, Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### 5.3 Removal

At a meeting of the members called expressly for that purpose, one or more Officers may be removed from office by two-thirds of the votes cast by members then entitled to vote on the election of Directors and Officers represented in person at a meeting of members at which a quorum is present.

Absence from three Board meetings in a 12-month period without Board approval shall result in automatic removal from office.

### 5.4 Vacancy

A vacancy in any Office may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. The Officer who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### 5.5 Duties

The duties of the President, Vice President, Secretary and Treasurer will be such as are usually imposed upon such officials of corporations, as are provided by these Bylaws, or as may be assigned to them by the Board of Directors.

#### 5.5.1 The President will:

- serve as executive officer of the Foundation.
- preside over all meetings of the Board and the members.
- sign contracts or other official instruments, except when the signing and execution thereof have been expressly delegated by the Board to some other Officer or agent of the Foundation.
- appoint the Chairperson of each standing and special committee, with the consent of the Board.
- perform other duties as assigned from time to time by the Board.

#### 5.5.2 The Vice President will:

- perform the duties of President in the absence of the President.
- succeed to the Office of President in the event of a vacancy in that Office.
- Succeed to the Office of President at the end of the President's regular term.
- perform other duties as assigned from time to time by the Board.

#### 5.5.3 The Secretary will:

- keep the minutes of meetings of the members and the Board.
- see that all notices are duly given in accordance with the provisions of these Bylaws.
- (ART. 3.7, 4.9).
- serve as custodian of the corporate records of the Foundation.
- keep record of the post office address and class of each member and post office address of each Director.
- sign with the President, or other officer authorized by the President, contracts or other official instruments.
- attend to all correspondence and report all correspondence to the Board in a timely

manner.

- perform other duties as assigned from time to time by the Board.

#### 5.5.4 The Treasurer will:

- have charge and custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Board.
- receive, and give receipt for, monies due and payable to the Foundation from any source whatsoever.
- disburse, or cause to be disbursed, the funds of the Foundation as may be directed by the Board, taking proper vouchers for such disbursements.
- keep and maintain adequate and correct accounts of the Foundation properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- render to the Board and membership, on a monthly basis, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Foundation.
- prepare, or assist in preparing, the financial statements to be included in the annual, or any other required reports.
- perform other duties as assigned from time to time by the Board.

## ARTICLE 6 COMMITTEES

6.1 The President, with the approval of the Board, will appoint chairpersons of standing committees who in turn, may select their own committee members with recommendations and suggestions from the Board.

Term of service will be for one year or until their successors are appointed. Chairpersons may serve no more than two consecutive years.

Committee chairpersons will provide copies of committee meeting minutes to the Board Secretary.

Committee chairpersons will furnish the Board with a written or oral report at the Annual meeting and whenever requested by the Board.

6.2 The President, with the approval of the Board, may appoint chairpersons of special committees who in turn, may select their own committee members with recommendations and suggestions from the Board.

Term of service will be determined by the length of their assignment.

The special committee chairperson will present a report at a Board meeting as soon as the assignment is completed or when requested by the Board.

#### 6.3 Qualifications and Authority

All members of standing and special committees shall be voting members in good standing of the Foundation.

The Board of Directors ex-officio member of the standing or special committee shall not act as chairperson.

All committees' authority shall be limited by these Bylaws and Foundation policies.(attached when complete)

The delegation of authority to a committee shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her.

## 6.4 Standing Committees

### 6.4.1 Communications Committee

The Communications Committee will be responsible for the production and distribution of the Foundation newsletter and other communications within the Foundation.

### 6.4.2 Programs Committee

The Programs Committee will be responsible for planning and presenting regular and special programs designed to further the knowledge of the members.

### 6.4.3 Ways and Means Committee

The Ways and Means Committee will be responsible for planning and executing fund-raising events.

### 6.4.4 Finance Committee

The Finance Committee will be responsible for budget development, the annual financial report to the Board, and any other financial reports requested by the Board.

### 6.4.5 Nominating Committee

The Nominating Committee will be responsible for carrying out the necessary nomination and election process to fill open Board positions.

### 6.4.6 Audit Committee

The Audit Committee will be responsible for examining the Treasurer's accounts and submitting a written report at the annual membership meeting and when requested by the Board.

## 6.5 Quorum

A majority of the committee members shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

## 6.6 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## 6.7 Removal

The Board, by resolution adopted by a majority of the Directors, may remove from service any member of any committee appointed by it.

## ARTICLE 7 ADMINISTRATIVE PROVISIONS

### 7.1 Books and Records

The Foundation will keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its membership and Board, and any minutes which may be maintained by committees; records of the name and address of each class of members, and of the name and post office address of each Director and Officer; and such other records as may be necessary or

advisable.

All books and records of the Foundation will be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership. Such records may be kept on electronic media if readily convertible to printed format.

#### 7.2 Accounting Year

The accounting year of the Foundation shall be the twelve months ending December 31st.

#### 7.3 Rules of Procedure

The rules of procedure at meetings of the membership, Board and committees will be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws or any resolution of the Board.

#### 7.4 Contributions

Funds may be solicited for any purpose approved by the Board. Contributions received for a designated purpose are to be used solely for that designated purpose. Contributions received without a designated purpose are to be used at the discretion of the Board.

#### 7.5 Loans

No loans shall be made by the Foundation.

#### 7.6 Disbursements

Disbursements for each year shall not exceed funds available.

#### 7.7 Bank Authorization

The President, Vice President and Treasurer of the Board will sign the bank authorization card. Any checks written to reimburse an individual must have a signature other than the payee.

#### 7.8 Registered Agent

A Washington State University Extension Kitsap County representative will act as the Registered Agent for this Foundation. The Registered Agent shall accomplish the Consent of Appointment as Registered Agent Form upon assumption of this office.

### ARTICLE 8 AMENDMENTS TO THE BYLAWS

8.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the voting members. Voting will be by written ballot as specified elsewhere in these Bylaws(ART. 3.10). Each proposal shall require affirmative response of a majority of the votes cast in order to pass.

#### 8.2 Notice

The voting members will be given thirty days' notice of pending changes to the Bylaws. A written summary of proposed changes will be made available for inspection by members at the principal office of the Foundation for thirty calendar days prior to the vote.

#### 8.3 Membership Comment

Bylaw changes will be read and subjected to comment at a regular or special meeting of the membership at a time prior to the vote.

The foregoing Bylaws were adopted by the voting membership on

\_\_\_\_\_.

\_\_\_\_\_  
Secretary



