

**BYLAWS
OF
THE MASTER GARDENER FOUNDATION
OF
KITSAP COUNTY**

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**BYLAWS
OF
THE MASTER GARDENER FOUNDATION OF KITSAP COUNTY**

**ARTICLE 1
OFFICES**

The principal office of the Master Gardener Foundation of Kitsap County, a Washington nonprofit corporation (“*Foundation*”), shall be located at its principal place of business (WSU Extension Office, Kitsap County, 345 6th Street, Suite 550, Bremerton WA 98337-1874) or such other place as the Board of Directors (“*Board*”) may designate. The Foundation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Foundation may require from time to time.

**ARTICLE 2
NO MEMBERS**

The Foundation shall have no members.

**ARTICLE 3
BOARD OF DIRECTORS**

3.1 General Powers

The affairs of the Foundation shall be managed by the Board.

3.2 Number

The Board shall consist of eight (8) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. The persons serving as the President, Vice President, Secretary and Treasurer of the Foundation shall constitute four (4) of such Directors, and there shall be four (4) at-large Directors.

3.3 Qualifications

Directors must be WSU Certified Master Gardeners of Kitsap County in good standing.

The Board may prescribe other qualifications for Directors.

3.4 Election of Directors

(a) Incumbent Directors

Each incumbent Director serving at the time of the adoption of these Bylaws shall serve until the end of the calendar year set forth below:

President: 2016

Vice-President: 2017

Secretary: 2016

Treasurer: 2017

Director-at-large position 1: Judith Richerzhagen: 2017

Director-at-large position 2: Marcia Harris: 2016

Director-at-large position 3: Mary Anderson: 2017

Director-at-large position 4: Kathy Hawkins: 2016

(b) Successor Directors

Successor Directors, shall be elected at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office. Election of Directors shall be by written ballot. If authorized by the Board, the requirement of a written ballot shall be satisfied by a ballot submitted by electronic submission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized.

3.5 Term of Office

Unless a Director dies, resigns or is removed, and except as set forth in Section 3.4(a) above or Sections 4.6 and 4.7 below, he or she shall hold office for two years beginning on January 1 of the calendar year first commencing after the annual Board meeting at which he or she was elected.

3.6 Annual Meeting

The annual meeting of the Board shall be held during the month of November on a date chosen by the President for the purposes of electing Directors and Officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

The Board may by resolution specify the date, time and place for holding regular meetings without other notice than such resolution.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the Foundation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.11 Notice of Special Meetings

- (a) **In Writing**- Notices in writing specifying the date, place and time of a special meeting may be delivered or mailed to all Directors at their address shown on the records of the Foundation not less than 48 hours before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.
- (b) **Personal Communication**-Notice may be by personal communication with any Director not less than 48 hours before the meeting. Personal communication includes notification by telephone.
- (c) **Electronic Transmission** - Notices may be provided in an electronic transmission and be electronically transmitted not less than 48 hours before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.
- (d) **Consent** - A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Foundation in the form of a record. Furthermore, the consent is automatically revoked if the Foundation is unable to electronically transmit two consecutive notices given by the Foundation, and this inability becomes known to the person responsible for giving notice
- (e) **Posting Electronic Notice** - Notice may be provided to Directors who have consented to receive electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 48 hours before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section.

3.12 Quorum

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.14 Presumption of Assent

A Director of the Foundation present at a Board meeting at which action on any Foundation matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.15 Action by Board without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if consent, in the form of a record, which clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minutes as if it were the minutes of a Board meeting. For purposes of this Section, "record" means information inscribed on a tangible medium or contained in an electronic transmission.

3.16 Director at Large

A Director who is not an Officer of the Foundation:

- (a) Encourages the Board's role in strategic planning;
- (b) Serves ex officio as a member of committees and attends their meetings when invited;
- (c) Monitors financial planning and financial reports. and participates in the annual budget review process;
- (d) Plays a leading role in fundraising activities; and
- (e) Performs other responsibilities assigned by the Board.

3.16.1 Resignation of a Director at Large

Any at-large Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Foundation, or by giving oral or written notice at any meeting of the Foundation. 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.

3.16.2 Removal of a Director at Large

Any at-large Director may be removed from office, with or without cause, by the affirmative vote of 60% of the Directors fixed by or in the manner provided by these Bylaws, excluding the Director who is the subject of the resolution of removal.

3.16.3 Vacancies by a Director at Large

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

3.17 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of at least one Director. Such committees shall have and exercise the authority of the Directors in the management of the Foundation, subject to such limitations as may be prescribed by the Board and by applicable Washington law, except that no committee shall have the authority to:

- (a) Amend, alter or repeal these Bylaws;
- (b) Elect, appoint or remove any member of any other committee or any Director or Officer of the Foundation;
- (c) Amend the Articles of Incorporation;
- (d) Adopt a plan of merger or consolidation with another Foundation;
- (e) Authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Foundation not in the ordinary course of business;
- (f) Authorize the voluntary dissolution of the Foundation or revoke proceedings therefor;
- (g) Adopt a plan for the distribution of the assets of the Foundation; or
- (h) Amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.18 Committee Quorum

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.19 Compensation

Officers, Directors at Large, and/or Committee Members shall receive no compensation for their service but may receive reimbursement for reasonable expenditures incurred on behalf of the Foundation.

3.20 Indemnification.

Officers, Directors at Large, and/or Committee Members may by resolution of the Board be indemnified to the fullest extent permitted by Washington law.

ARTICLE 4 OFFICERS

4.1 Number and Qualifications

The Officers of the Foundation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The Officers of the Foundation shall be elected by the Board at the annual meeting of the Board. Unless an Officer dies, resigns, or is removed from office, he or she shall hold office for the term specified in Sections 4.6 through 4.9 of these Bylaws, as applicable.

4.3 Resignation of Officers

Any Officer may resign at any time by delivering written notice to the President, the Vice President, the 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. Resignation by an Officer who is President, Vice President, Secretary or Treasurer of the Foundation shall also constitute a resignation by such person of his or her position as a Director.

4.4 Removal of Officers

Any Officer elected or appointed by the Board may be removed, with or without cause, by the affirmative vote of at least 60% of the Board (excluding the Officer who is the subject of the resolution of removal, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The removal of an Officer who is President, Vice President, Secretary or Treasurer of the Foundation shall also constitute a removal of such person from his or her position as a Director.

4.5 Vacancies of Officers

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for such shorter term that is established by the Board. If the office filled is that of President, Vice President, Secretary or Treasurer of the Foundation, then the person filling that office shall also become a Director.

4.6 President

The President shall supervise and control all of the assets, business and affairs of the Foundation. The President shall preside over meetings of the Board. The President may sign contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Foundation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. The President shall serve a one (1)-year term with no consecutive term in that position.

4.7 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board. The Vice-President shall serve a one (1)-year term with no consecutive term in that position and will automatically succeed to the position of President and remain in that role for a one (1)-year term.

4.8 Secretary

The Secretary shall:

- (a) Keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the corporate records of the Foundation;
- (d) Keep records of the postal address of each Director and officer; and
- (e) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.
- (f) The Secretary shall serve a two (2)-year term with no more than two (2) consecutive elected terms in this office.

4.9 Treasurer

The Treasurer shall:

- (a) Have charge and custody of, and be responsible for management and disbursement (consistent with any budget adopted by the Board or as otherwise authorized by the Board) of, all funds and securities of the Foundation;
- (b) Receive and give receipts for moneys due and payable to the Foundation from any source;
- (c) Deposit all such moneys in the name of the Foundation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and
- (d) In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.
- (e) The Treasurer shall serve a two (2)-year term with no more than two (2) consecutive elected terms in this office.

**ARTICLE 5
ADVISORY BOARD**

The Board of Directors may appoint an Advisory Board to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a Director of the Foundation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as Directors of the Foundation. The Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

**ARTICLE 6
INTERESTS OF DIRECTORS AND OFFICERS**

6.1 Conflict of Interest

Directors shall disclose to the Board any financial interests which the Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Directors shall abstain from voting on the transaction.

6.2 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Foundation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

**ARTICLE 7
ADMINISTRATIVE AND FINANCIAL PROVISIONS**

7.1 Loans

No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the Foundation to its Officers or Directors.

7.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by the Treasurer or such other Officer or Officers, or agent or agents, of the Foundation and in such manner as is from time to time determined by resolution of the Board.

7.4 Deposits

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

7.5 Books and Records

The Foundation shall keep at its primary office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its Officers and Directors, and such other records as may be necessary or advisable.

7.6 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the Foundation shall be the twelve months ending on December 31 each year.

7.7 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**ARTICLE 8
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of each of the Directors.