

Southwest Louisiana Master Gardeners

THE BYLAWS

ARTICLE 1 – Name

The name of this corporation is the Southwest Louisiana Master Gardeners (SWLAMG). The principal office of SWLAMG shall be at the LSU AgCenter – Calcasieu Parish, 7101 Gulf Hwy., Lake Charles, LA 70607-7414, where the LSU AgCenter Extension Service advisor shall be located. All official documents including charter, articles of incorporation, bylaws and IRS certification of non-profit status shall be kept at the principal office.

ARTICLE 2 – Mission Statement

The objectives of SWLAMG are as follows:

Section 1. To enhance and supplement the Louisiana Cooperative Extension Service Parish horticulture program.

Section 2. To enhance and support the volunteer component of the horticulture program a.k.a. the Master Gardener.

Section 3. To promote the wide dissemination of gardening information backed by university study and experimentation to Louisiana citizens.

Section 4. To stimulate the knowledge, and love of horticulture and fine gardening.

ARTICLE 3 – Membership

Section 1. Active Members must

1.1. Possess a current Master Gardener certification

1.2. Donate volunteer time as defined by the LSU AgCenter Master Gardener program as follows

1.2.1. During the first year, forty (40) volunteer hours

1.2.2. Twenty (20) hours of volunteer time annually in years following.

Section 2. Exemptions. A person may apply for an exemption of the requirement of annual volunteer hours by applying to the LSU AgCenter Extension Service Master Gardener Coordinator or Extension Agent before December 15.

2.1. A person may apply for an exemption up to two years in succession.

Section 3. The LSU AgCenter Extension Service Master Gardener Coordinator or an Extension Agent may approve the projects which may be considered as applicable to the volunteer obligation for all active members of SWLAMG. All projects must be approved in advance to be considered as part of said volunteer hours required for active membership.

Section 4. Inactive Members- A person shall be eligible to be an Inactive Member if he/she holds a Master Gardener certification, has donated the requisite volunteer hours in the previous year, and is otherwise in good standing.

Section 5. Honorary Members – A person shall be eligible to be an Honorary Member of SWLAMG if the Executive Board confers honorary membership thereto.

5.1. It is expected that honorary memberships shall be conferred on any non-member who has devoted a significant amount of time or donations to the success, programs, and functions of SWLAMG. Honorary members shall have no obligation.

5.2. Honorary Members shall receive a certificate of appreciation from SWLAMG.

Section 6. The Executive Board (EB), by amendment to these bylaws, may establish additional classes of membership in SWLAMG.

ARTICLE 4 – Officers

Section 1. The Officers of SWLAMG shall be a President, Executive Vice President, Vice President of Operations, Secretary, Treasurer, Parliamentarian, Historian and/or such additional officers as may be elected by the membership. These officers along with the LSU AgCenter Extension Advisor constitute the Executive Board (EB).

Section 2. Officers of SWLAMG are elected by the membership. All terms of office are for two years and may be held for two consecutive terms. The number of consecutive terms may be extended by vote of the membership.

Section 3. Every officer of SWLAMG shall be subject to removal by a majority vote of the membership, with the exception of the LSU AgCenter Extension Advisor.

Section 4. At the April meeting in even-numbered years a Nominating Committee of three members shall be appointed by the President. The Executive Vice President will serve as chair. The Nominating Committee shall present its slate of nominees for officers at the following monthly meeting.

Section 5. The officers of the EB shall be elected at the annual meeting in even-numbered years and shall hold office for two years or until their successors are elected. Any vacancy of office shall be filled by the EB.

Section 6. The President shall

- 6.1. Preside at all meetings of the EB and of the membership
- 6.2. Appoint committees, and make other appointments as needed
- 6.3. See that all orders and resolutions of the EB are carried into effect
- 6.4. Notify members of upcoming meetings

Section 7. The Executive Vice President shall

- 7.1. Preside in the absence of the President
- 7.2. Serve as the chairman of the Nominating Committee
- 7.3. Ensure that all state and federal reports including tax returns be filed according to the required schedule

Section 8. The Vice President of Operations shall

- 8.1. Oversee all greenhouse operations
- 8.2. Coordinate greenhouse maintenance with the extension agent and the police jury, as owners of the property
- 8.3. Notify members of upcoming workday activities
- 8.4. Coordinate plant sale activities including securing supplies, planting seeds, transplanting seedlings and determining date of sale
- 8.5. Serve on the Finance Committee

Section 9. The Secretary shall

- 9.1. Attend all meetings and record the minutes. Distribute said minutes to the membership prior to the next meeting.
- 9.2. Be custodian of all SWLAMG documents
- 9.3. Serve as chair of the Membership Committee whose duty is to maintain an up-to-date record of all members and their contact information
- 9.4. Attend to all SWLAMG correspondence assigned by the President or EB

9.5. Perform such other duties as assigned by the EB or the President.

Section 10. The Treasurer shall

10.1. Receive and give receipts for all monies due and payable and keep a record of same

10.2. Be in charge of and the principal signer of the SWLAMG accounts

10.3. Present a summary of SWLAMG's current financial status at each meeting of the members and at such other times as required by the EB

10.4. File the annual report with the Louisiana Secretary of State and the annual tax return as required by the IRS

10.5. Serve on the Finance Committee

10.6. Perform such other duties as conferred by the EB

10.7. Not benefit from SWLAMG earnings nor distribute them to anyone unless authorized by the EB.

Section 11. The Historian shall

11.1. Keep records of all projects and events, including pictures and news accounts

Section 12. The Parliamentarian shall

12.1. Have knowledge of Robert's Rules of Order

12.2. Advise members on parliamentary procedure

12.3. Assure all amendments are incorporated into the bylaws

ARTICLE 5 – Meeting of Members

Section 1. The annual meeting of the members entitled to vote shall be held at the principal office of SWLAMG, or a place designated by the Executive Board (EB), in May of each year at the hour named in the notice or waiver of notice of such meeting, for the presentation of annual reports, and for the transaction of such other business as may properly come before the meeting. Notice of the annual meeting shall be provided at least fifteen [15] days before the annual meeting and may be given by any means reasonably expected to provide notice, including, but not limited to, facsimile or e-mail or similar electronic means.

Section 2. Monthly meetings of the members shall be held at the principal office of SWLAMG on the first Tuesday of each month at 10:00 am until such time as the President or Secretary notifies the members of a change in location, time, or day for monthly meetings.

Section 3. Special meetings of members may be called at any time by the President, over half of the EB, or by ten members.

Section 4. Notice of each special meeting of members shall be given by delivering a written, printed, or electronic notice. Every such notice shall state the time and place and purpose or purposes of the meeting.

Section 5. Ten members in good standing constitute a quorum for voting.

Section 6. At every meeting of the members, each member in good standing, who is present shall be entitled to one vote. All matters which properly come before any meeting of members shall be decided by the vote of a majority of the members entitled to vote, if a quorum is present. Voting shall be by voice.

6.1. Active members shall have the right to vote [i] for the election of officers, [ii] on disposition of all or substantially all of the assets of the SWLAMG, [iii] on any merger involving the SWLAMG, [iv] on the dissolution of the SWLAMG, and [v] on any other matter requiring member approval.

Section 7. The President shall preside over every meeting of members. In the absence of the President the Executive Vice President presides. In the event of the absence of both the President and Executive Vice President, any one of the officers of the EB shall preside.

7.1. In the absence of the Secretary at any meeting, the presiding officer of the meeting may appoint some other person to act as Secretary of the meeting.

Section 8. At the monthly meetings of the members, the order of business shall be as follows:

8.1. Call to order followed by the Pledge of Allegiance to the United States of America

8.2. Approval of minutes of the last meeting

8.3. Financial report by Treasurer

8.4. Reports of Officers

8.5. Reports of Committees

8.6. Old Business

8.7. New Business

ARTICLE 6 – Executive Board

Section 1. The governance of SWLAMG shall be vested in the Executive Board (EB).

Section 2. The Officers shall constitute the EB of SWLAMG. The EB shall also include the Master Gardener Program Coordinator for the Southwest Region or other suitable LSU AgCenter Extension advisor.

Section 3. A majority of the EB is necessary to constitute a quorum. A quorum shall be necessary for the EB to transact business.

Section 4. The EB is responsible to the membership and has the authority to handle the affairs of SWLAMG between meetings. EB actions must be ratified by the membership.

Section 5. Regular meetings of the EB shall be held at such times and places as the EB may determine.

Section 6. Reasonable notice of the time and place of each special meeting shall be given to each EB member.

Section 7. EB members (officers) are expected to attend all meetings. If any member of the EB is unable to attend a meeting, notification should be given to the President prior to the meeting.

Section 8. A majority of the officers shall constitute a quorum for the transaction of business. All questions shall be decided by the vote of a majority of officers. Individual officers have no authority to make decisions for SWLAMG.

Section 9. Vacancies in the EB occurring by death, resignation, failure to accept the office, inability to discharge the duties thereof, or otherwise, before the expiration of a term, may in each case be filled by the current EB. The Officer so chosen shall hold office for the remainder of the term being filled.

Section 10. The EB may appoint committees as needed.

Section 11. No member or officer, either directly or indirectly, shall be entitled to share in the distribution of any of SWLAMG assets.

Section 12. Any member of SWLAMG subject to approval of the EB, may be entitled to reimbursement for reasonable expenses incurred in connection with the affairs of SWLAMG.

ARTICLE 7 - Committees

Section 1. Committees shall be established as needed by the President. Chairpersons shall be named by the President and shall report to the EB. Funding for any committee project shall not be provided by the Treasurer until such project is approved by the membership.

Section 2. The Standing Committees shall be as follows until such time as they are amended by the EB or a vote of the membership. Standing Committees:

2.1. The **Finance Committee** shall consist of the Treasurer, Vice President of Operations, and three members. A chairperson shall be appointed by the President. The duties of the committee are:

2.1.1. Prepare estimates of cash requirements for specific events or projects.

2.1.2. Recommend the allocation of available funds that best meet these needs.

2.1.3. Recommend fund-raising activities.

2.1.4. Furnish financial advice.

2.1.5. Verify and account for all monies generated by, or expended for, activities of SWLAMG.

2.2. The **Membership Committee** shall consist of three members, one of whom shall be the Secretary who serves as chairperson. The duty of this committee shall be to maintain SWLAMG membership records and keep them current.

2.3. The **Audit Committee** shall consist of three members appointed by the President. The committee shall meet in even numbered years and shall audit the Treasurer's records at the close of the Treasurer's term of office and report to membership as soon as possible.

2.3. The **Scholarship Committee** shall consist of at least two members. The duties of the committee are:

2.3.1. Solicit and encourage applications for the Uland Trent Guidry Scholarship.

2.3.2. Review applications of students applying and select scholarship recipient.

2.3.3. Contact recipient and invite that student to a membership meeting where the scholarship is awarded to the recipient.

ARTICLE 8 – Amendment of Bylaws

The general membership shall have the power to amend the bylaws of SWLAMG by two-thirds (2/3) vote of the membership present at any regularly scheduled meeting. Notice of the proposed amendments shall be sent by electronic means at least 30 days prior to the meeting.

ARTICLE 9 – Dissolution

In the event of the dissolution and liquidation of SWLAMG, to the extent allowed or permitted under applicable laws, the property and assets of SWLAMG shall be transferred to LSU AgCenter State Master Gardener office. In any such event, none of the assets are to be distributed to SWLAMG organizers, or to those who have contributed thereto, or to persons related to or groups controlled directly or indirectly by such organizers or contributors.

Bylaws were adopted by the EB at a meeting held the 10th day of July 2006.

Bylaws were adopted by the General Membership at a meeting held the 1st day of August 2006.