

CONNECTICUT MASTER GARDENER ASSOCIATION, INC. (CMGA)

BYLAWS

Approved by the Board of Directors on September 6, 2022

Approved by the Membership on November 5, 2022

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ARTICLE I: NAME

Connecticut Master Gardener Association Inc., hereafter referred to as CMGA or the Association, is a non-profit organization comprised of certified Master Gardeners.

ARTICLE II: PURPOSE

The purpose of CMGA shall be educational as defined by section 501(c)(3) of the Internal Revenue Code:

- a) To support the horticultural activities of Master Gardeners and Interns in providing educational outreach to the residents of Connecticut.
- b) To support the UConn Extension Master Gardener Programs and projects.
- c) To foster communication, education, and esprit de corps among Master Gardeners.
- d) To engage in activities that further the purposes of the Association as defined above.

ARTICLE III: MEMBERSHIP

The classes of membership are Active, Lifetime, Associate, and Honorary:

- a) Active: Active membership is limited to individuals who have successfully completed the Master Gardener Program and have been certified as Master Gardeners. Payment of dues is required for a person to be an Active member. Active members are eligible to vote and hold office.
- b) Lifetime: Lifetime members are appointed at the discretion of the Board of Directors. They include CMGA members who have made significant contributions to the Association. Lifetime members are exempted from payment of dues, and are eligible to vote and hold office.
- c) Associate: Associate membership includes Interns who are currently participating in the UConn Extension Master Gardener Program, but are not yet certified Master Gardeners, and Extension or University staff engaged in the Master Gardener Program. Associate members are exempted from payment of dues and may not vote or hold office.
- d) Honorary: Honorary members may be appointed by the Board of Directors. Honorary members are exempted from payment of dues and may not vote or hold office.

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ARTICLE IV: BOARD OF DIRECTORS

Section 1: Authority and Composition

The Board of Directors (the Board or the Directors) shall manage the business, property, and affairs of the Association. Only Active and Lifetime members may be elected to the Board. The Board shall consist of no less than fifteen (15) and no more than twenty five (25) members. If Board membership drops below 15, the Board continues operations while immediately undertaking to recruit and appoint the necessary additional member(s). If there is a board vacancy, the Board may appoint interim members for the remainder of the fiscal year. In replacing board members, attention will be paid to having representation from all counties

Section 2: Election

Members of the Board shall be elected at the annual meeting of CMGA.

Section 3: Meetings and Attendance

The Board shall meet a minimum of 10 times per year. Meetings and voting may be conducted electronically or in person. Any member absent from three consecutive meetings without prior communication of such planned absences shall be deemed to have resigned and will receive written notice of such action by the Secretary. Exceptions may be made by approval of the Board. Voluntary resignation requires written notice to the Board.

Section 4: Term Limits

Each Director shall serve a term of three years. A member of the Board may be re-elected without limitation.

Section 5: Compensation

No person shall be compensated for serving as a Board Officer or Director, provided, however, that an Officer or Director may be reimbursed for reasonable and necessary expenses incurred in the performance of her/his duties as an Officer or Director in the furtherance of the business of CMGA.

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Section 6: Conflict of Interests

Board members are responsible for adhering to the Conflict of Interests Policy, as written and accepted by the Board. Board members are responsible for identifying conflicts as they arise and for abstaining from decisions or discussions in which the conflict exists.

Section 7: Quorum

At any regular or special meeting, a simple majority of the entire Board shall constitute a quorum for the transaction of business and any action taken by them shall be binding.

Section 8: Action by Consent

Any action, which could be taken at a meeting of the Board, may also be taken without a meeting by the majority consent thereto of all the members of the Board, evidenced by votes submitted to the President or Secretary. Such evidence may include electronic formats (e.g., fax or email).

Section 9: Removal

Any director may be removed by affirmative vote of two-thirds of the total number of members entitled to vote at a special meeting of the general membership called for that purpose.

Any director may be removed by a majority vote of the remaining members of the Board. Such removal must be in accordance with the Removal of Directors and Officers Policy as written and accepted by the Board.

ARTICLE V: OFFICERS

Officers of CMGA shall be President, Vice President, Secretary and Treasurer.

- a) Officer candidates shall be presented by the nominating committee for election at the annual membership meeting.
- b) Starting with the November 2020 election, officers shall be elected for a term of two (2) years. A simple majority of active members present is necessary for election.
- c) No officer shall serve more than two (2) consecutive terms in the same office and no more than four (4) consecutive years in the same office.
- d) If there is an Officer vacancy, the Board may appoint a replacement for the remainder of the fiscal year. Time served as a replacement officer does not count toward term maximums.

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- e) If there is a vacancy in the position of President or no candidate identified in time for the annual election, the Executive Committee (as defined in Article VI) shall do any of the following:
 - (i) Organize as a group to perform the duties of the President during said vacancy.
 - (ii) Select an Executive Committee member to run the Board meetings.
 - (iii) Conduct an active search for a candidate for President for the next election
 - (iv) Appoint an interim/replacement President until the next annual election.

Section 1: Duties of the Officers

- a) **President:** The President shall serve as chairperson of the Board, shall chair all regular and special meetings, and shall appoint standing and ad hoc committees as required. The President shall convene and preside at all meetings of the Association and the Executive Committee and shall perform such other duties as may be prescribed by these bylaws or assigned to him/her by the Association or the Executive Committee, and shall coordinate the work of the officers and committees in order that the purposes of the Association may be served.
- b) **Vice President:** The Vice President shall perform the duties of the President in the event of his/her absence and such other duties as shall be assigned by the President.
- c) **Secretary:** The Secretary shall record the minutes of all meetings of the Association and the Executive Committee and shall perform other duties as may be assigned to him/her.
- d) **Treasurer:** The Treasurer shall keep a full and accurate account of all financial transactions, and shall make disbursements in accordance with the directions of the Executive Committee and the Board. The Treasurer shall prepare a financial statement for presentation at each Board meeting, shall make a report to the membership at both the annual and semi-annual meetings, shall ensure all tax and financial forms are filed appropriately and on time, and shall perform other duties as may be assigned.
- e) At the discretion of the majority of the Directors, additional officer positions may be presented by the nominating committee for election at the annual meeting.
 - i) **Assistant Secretary.** The Assistant Secretary shall serve as a resource to and alternate for the Secretary and perform other duties that may be assigned.
 - ii) **Assistant Treasurer.** The Assistant Treasurer shall serve as a resource to and alternate for the Treasurer and perform other duties that may be assigned.

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- iii) **Parliamentarian.** The Parliamentarian shall demonstrate expert knowledge of the Association's Bylaws, meeting and rules of order, and parliamentary procedure. The Parliamentarian shall counsel and advise the Board in the planning and conduct of all Association meetings; interpreting the Bylaws; and ensuring compliance with operating procedures established by and for the Board.

Section 2: Payment Authority

The President, Treasurer, and Assistant Treasurer shall have the authority to issue checks and all other budgeted and approved payments for the Association.

ARTICLE VI: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, the immediate Past President, the Vice President, the Secretary, and the Treasurer. The Assistant Secretary, Assistant Treasurer, and Parliamentarian shall also serve as members of the Executive Committee. Each shall have the right to vote.

Section 1: Duties of the Executive Committee

- a) To transact necessary day-to-day business that requires action prior to the next Board meeting, and to generally oversee the affairs of the organization.
- b) To ensure an annual budget is created and presented to the Board for approval.

Section 2: Meetings of the Executive Committee

The Executive Committee shall meet as often as necessary, but not less than quarterly, to carry out the Association's business. The Executive Committee shall also meet at the call of the President or any three (3) members of the Executive Committee.

Section 3: Quorum of the Executive Committee

A majority of the Executive Committee shall constitute a quorum for the transaction of business. Actions taken by the Executive Committee shall be presented to the full Board.

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ARTICLE VII: FINANCES

Section 1: Dues

Dues for the year shall be determined by majority vote of the Board.

Section 2: Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

Section 3: Payments

The Board of Directors must approve any unbudgeted expense greater than \$250.

ARTICLE VIII: COMMITTEES

Committees shall consist of Standing Committees and Ad Hoc Committees. Each committee shall have a Board member as a Chair and a minimum of one additional member. All committees shall report on their activities to the Board. Committees, their duties, and their procedures shall be kept current in a manual approved by the Board.

ARTICLE IX: MEMBERSHIP MEETINGS

Section 1: Regular Meetings

Two membership meetings shall be held each year.

Section 2: Special Meetings

A special meeting may be called by the President or by a petition of not less than 10% of Active and Lifetime members. In the event of a petition, the meeting shall be held within thirty (30) days of the petition. Either meeting shall be held at a time and place to be determined by the Executive Committee.

Section 3: Notice of Meetings

Notice of place, day, and time of any membership meeting shall be given to all members at least two weeks before the meeting.

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Section 4: Majority Vote

All action shall be by majority vote of Active and Lifetime members present.

ARTICLE X: DISCIPLINARY ACTION

All members are expected to act in good faith in accordance with CMGA bylaws. Any action tending to injure the good name of CMGA, disturb its well being, or hamper it in its work is considered a serious offense properly subject to disciplinary action, removal from office or the Board, or termination from CMGA. Upon notice of any action, a committee of five Board members shall be appointed by the Board to investigate the charges and report its findings and recommendations to the Board. Any recommended action requires a two-thirds vote of the Board.

ARTICLE XI: AMENDMENT OF BYLAWS

These bylaws may be amended at any meeting of the Association by a majority vote of the Active and Lifetime members present, provided that notice of the proposed amendment(s) has been given to the membership at least 30 days prior to the vote.

ARTICLE XII: MISCELLANEOUS

Section 1: Policies and Procedures

The Board shall establish policies and procedures necessary for the appropriate governance of the Association. These will include the following, at a minimum: Finance and Accounting; Conflict of Interests; Removal of Officers and Directors; and Data Security, Data Management, and Data Access.

Section 2: Discrimination

The Association will not discriminate on the basis of age, color, disability, gender, sexual orientation, national origin, political affiliation, race, religion, or veteran status.

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ARTICLE XIII: PROTECTION OF OFFICERS AND DIRECTORS

No Director shall be liable to the Association except for his/her own acts, neglects and defaults in bad faith. No Director shall be liable out of his/her personal assets for any obligation or liability incurred by the Association. The Association alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of CMGA. CMGA shall provide indemnification insurance for its Directors and Officers as well as designated Board volunteers.

ARTICLE XIV: DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved by a two-thirds vote of Active and Lifetime members at a meeting called for that purpose. In the event of dissolution, assets remaining after all obligations and expenses of CMGA have been satisfied shall be transferred to the UConn Extension Master Gardener Program at the University of Connecticut, a tax-exempt organization. In no event shall any of the assets be distributed to any organization which does not qualify under section 501(c)(3) of the Internal Revenue Code.

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