

# Bylaws of The Master Gardeners of Roane County, TN

Approved by MGRC Membership, March 7, 2024



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## **Article I. Name**

Section 1.01 The name of the Association shall be Master Gardeners of Roane County, Tennessee, henceforth referred to as “MGRC”.

## **Article II. Purpose**

Section 2.01 The MGRC program trains and maintains horticulture volunteers for The University of Tennessee Extension. The goals of this program shall be to increase the availability of horticultural information for their members and the community at large and to improve the quality of life for residents of Roane County through horticulture volunteer activities.

## **Article III. Terms of Existence of the Master Gardeners of Roane County (MGRC)**

Section 3.01 The MGRC is a volunteer organization under the University of Tennessee Extension, a division of the University of Tennessee Institute of Agriculture. The MGRC will comply with the overarching program guidelines as defined in the Tennessee Extension Master Gardener (TEMG) Program Volunteer Handbook, Publication W099, (Volunteer Handbook). If these bylaws differ from the TEMG guidelines, the Volunteer Handbook takes precedence.

Section 3.02 The MGRC shall have a perpetual existence, but may be reorganized or have the form of its organization changed in compliance with these bylaws.

Section 3.03 Upon dissolution of the MGRC, the Board of Directors or officers shall surrender all funds, records, and assets to The University of Tennessee Extension, Roane County office, in accordance with the Financial Policy set forth in the Volunteer Handbook.

## **Article IV. Powers of the MGRC**

Section 4.01 The MGRC shall have the following powers:

- A. To collect, receive, hold, manage, invest and expend dues and donations consistent with the purpose of the MGRC.
- B. To employ agents and enlist the services of independent contractors paying to each reasonable compensation for services provided.
- C. To perform all other lawful powers, deeds and acts consistent with the purposes of the MGRC.

## **Article V. Role of the Extension Agent**

Section 5.01 The Roane County Extension Agent acts as an advisor to the MGRC on program and university policy and, as the University of Tennessee Extension representative in Roane County, has final decision-making responsibility for the Master Gardener Program.

## **Article VI. Management of the MGRC**

Section 6.01 The business affairs of the MGRC shall be managed by the officers of the MGRC as defined in Article IX: Duties of the Officers.

Section 6.02 All education, projects, and activities shall be subject to the approval of and under the supervision of the Roane County TN Extension Agent and in cooperation with the University of Tennessee Extension Master Gardener Program. The refusal or dismissal of any project by the Roane County Extension Agent shall be submitted to the MGRC Board in writing with an explanation of the decision.

## **Article VII. Board of Directors (BoD)**

Section 7.01 The role of the Board of Directors (BoD) shall be to act as the governing body of the Master Gardeners of Roane County and to transact the necessary business. The BoD shall be composed of all MGRC officers, the Intern Liaison, the Intern Representative, the Roane County Extension Agent and the Immediate Past President of the MGRC. The Roane County Extension Agent, the Intern Representative, and the Immediate Past President of the MGRC will be advisors to the BoD and serve as ex-officio members without voting privileges. All members of the BoD must be active members, in good standing, of the MGRC. All voting BoD members are required to attend a minimum of 2/3 of the Board meetings held per calendar year.

Section 7.02 The BoD shall:

- A. Approve the establishment and/or dissolution of all programs, projects and activities of the MGRC.
- B. Submit an annual budget to the MGRC membership for approval at the October MGRC Member Meeting.
- C. Approve mid-year supplemental budget requests to support MGRC programs, projects and activities.
- D. Oversee the completion of an annual financial audit.
- E. Meet at the discretion of the president.

## **ARTICLE VIII: Officers And Terms of Office**

Section 8.01 The Officers of the MGRC shall consist of: Past President; President; Vice President(s); Secretary; Treasurer; Member At-Large; Intern Representative; Intern Liaison; and other members as designated by the Board of Directors. The President must be an active member of the MGRC for 2 (two) years prior to holding office. All other voting members must be an active member of the MGRC for 1 (one) year prior to holding office.

Section 8.02 A slate of officers for President, Vice President, Secretary, Treasurer, Member At-Large, and Intern Liaison shall be developed by the Nominating Committee for election each year. Additional nominees for these positions may be presented from the floor. The slate of officers shall be presented to members at the September Member Meeting for approval via on-line voting by a majority vote of active members. Officers shall take office on January 1. No person may hold more than one office at the same time.

Section 8.03 All Officers are elected for a one-year term. The President and Vice-President may serve a maximum of two consecutive terms. The Secretary, Treasurer, Member at Large, and Intern Liaison may stand for reelection each year. The Intern Representative shall be elected by intern class members from the current intern class, to take office immediately.

Section 8.04 Vacancies:

If the Office of the President becomes vacant, it shall be filled by the Immediate Past President to serve as Interim President for the remainder of the unexpired term. Otherwise, a special election will be held to fill the unexpired term. All other vacancies shall be filled by a special election by the general membership for the remainder of the unexpired term. If an officer has served a half term or more, the individual is considered to have served a full term in that office.

Section 8.05 Removal of Officer(s)

An officer may be removed from office for reasons of neglect, gross misconduct, or other causes that work against the interest of the MGRC. Under such circumstances, the Roane County Extension Agent shall insure that TEMG code of conduct and grievance policies are followed. Removal of an officer or chairperson must be by a majority vote of the BoD with subsequent notification to the general membership at the next MGRC Member meeting.

## ARTICLE IX: Duties Of The Officers

Section 9.01 The **President** shall preside at all meetings of the BoD and the MGRC, and shall direct all the affairs and activities of the MGRC. The President is responsible for signing the annual county Memorandum of Agreement and Civil Rights Statement. The President shall:

- A. Serve as a voting member of the BoD.
- B. Establish program, project and special committees as required or needed and designate committee chairpersons, as described in Article XV: Committees.
- C. Assure that all committees are functioning as necessary.
- D. Serve as an ex-officio member of all committees.

Section 9.02 The **Vice President** shall perform the duties of the President in his or her absence. The Vice President shall serve as Program Committee Chair and shall:

- A. Serve as a voting member of the BoD.
- B. Coordinate with project leads as needed to keep projects on schedule and within their scope of work.
- C. Provide project updates to MGRC BoD and membership on a monthly basis.
- D. Assist MGRC President with communications to project and program committees.
- E. Assist MGRC President with other duties as requested.

Section 9.03 The **Secretary** shall:

- A. Serve as a voting member of the BoD.
- B. Record and maintain the minutes of all MGRC BoD and Member meetings, and disseminate to the Membership in a timely manner.
- C. Maintain records of attendance at all meetings.
- D. Maintain the official roster of active certified MGRC members
- E. Maintain the MGRC calendar.

- F. Manage the files of all documents and records belonging to the MGRC.
- G. Conduct the correspondence of the MGRC at the direction of the President.
- H. Provide assistance to members in recording TEMG volunteer and CEU hours.
- I. Keep the TEMG database up to date with MGRC projects.
- J. Complete and submit the annual TEMG annual report by January 15.

Section 9.04 The **Treasurer** shall maintain all income and expenditures in ledger form and conform to GAAP (Generally Accepted Accounting Principles) and such guidelines as recommended by the TEMG Program. The Treasurer shall:

- A. Serve as a voting member of BoD.
- B. Collect dues and maintain the official roster of dues paid.
- C. Process and record all other income for the MGRC, issue receipts, and pay all BoD approved debts, using the approved Reimbursement Form and procedure as detailed in the MGRC Reimbursement Policy.
- D. Prepare a monthly report of revenue and expenses and present at each meeting or as requested by the BoD.
- E. Maintain and submit all financial records, returns, and reports as required by local, state, and federal laws as applicable, as well as provide financial documents for annual peer review audits as required by the University of Tennessee.
- F. Prepare and file an annual report of the financial status of the MGRC with Roane County Extension by January 15 of each year.
- G. Prepare a budget proposal for following year and submit to the BoD at the August meeting.

Section 9.05 The **Member-at-Large** shall serve as the liaison between the membership and the BoD to make sure that questions, issues and concerns are addressed with the needs of the overall membership in mind The Member at Large shall:

- A. Serve as a voting member of the BoD.
- B. Serve as the Point of Contact for the Member Care program and facilitate providing for any special needs of MGRC members.
- C. Coordinate with the BoD and the Roane County Extension Agent to resolve any conflicts, following the Conflict Resolution guidelines as outlined in the Volunteer Handbook.

Section 9.06 The **Intern Representative** shall serve as the interface between the BoD and the current intern class. The Intern Representative shall:

- A. Serve as an advisory, non-voting member of the BoD.
- B. Brief the Intern Class on all membership related activities.
- C. Bring any Intern related questions, issues or concerns to the attention of the BoD.
- D. Brief the BoD on the status of the Intern Project.
- E. Brief the Intern Class on feedback and recommendations from the BoD.

Section 9.07 The **Intern Liaison** shall facilitate communication and integration between the Intern Class and the MGRC, including the BoD, the Membership and the Roane County Extension Agent. The Intern Liaison shall:

- A. Serve as a voting member of the BoD.
- B. Mentor and advise the Intern Class regarding all aspects of membership in the MGRC.
- C. Communicate with the new interns and welcome them to the MGRC. Explain the Intern Liaison role and responsibilities.

- D. Attend the introductory intern meeting to meet and get to know the interns.
- E. Facilitate communications between the Intern Class, the Intern Representative and the BoD and Membership.
- F. Serve as mentor and advisor for selection, development and implementation of the annual Intern Project.
  - a. Introduce the Intern project concept to the intern class and explain the process for project selection and approval.
  - b. Advise interns in selecting a project and assist in developing the plan proposal and budget.
  - c. Facilitate communications between interns and members to obtain expertise as necessary for the intern project.
- G. Maintain contact with the interns throughout the training sessions to answer questions and emphasize the community service and volunteer component of the MGRC mission.

Section 9.08 The **Immediate Past President** shall serve as an advisory, non-voting member of the BoD. The Immediate Past President shall:

- A. Assure continuity and a smooth transition as new officers join the BoD.
- B. Advise the BoD on previous practices, procedures and schedules, and provide any historical and legacy context relevant to current decision making.
- C. Serve in full capacity as President, with voting privileges, in the event the President position is vacated mid-term.

## **Article X. Membership**

Section 10.01 Membership of the MGRC shall be open to all persons who have either completed or are in the process of completing the required course of study and have had or will have the title of Master Gardener conferred upon them by the University of Tennessee or any other state Extension Service.

Section 10.02 Membership in the MGRC is open to all without regard to race, color, national origin, religion, sex, pregnancy, marital status, sexual orientation, gender identity, age, physical or mental disability, genetic information, veteran status, and parental status.

Section 10.03 Term of Membership shall be for one calendar year and include the following requirements:

- A. Meet annual certification requirements.
- B. Pay the required annual dues by the established deadline for the current year.
- C. Complete the Child Protection Training class every other year.
- D. To comply with University of Tennessee risk management policy, all volunteers must provide updated contact information and volunteer service activity on the TEMG Volunteer website.
- E. Submit all documents required by state and local coordinators of the University of Tennessee Extension Master Gardener Program.

Section 10.04 Privileges of the Certified MGRC members include voting, teaching, holding project leader positions, and holding office (some office positions indicate years of membership required). Intern members are granted full membership privileges upon certification.

Section 10.05 Voting on routine matters by the MGRC membership requires a simple majority of the voting members of the MGRC present. Non-routine matters, such as changes to bylaws, shall be handled in accordance with Article XX: Amendments.

- A. Voting by the membership will occur online. Alternatively, voting may occur at a membership meeting. A minimum of 7 days advance notice must be provided prior to voting.
- B. Voting at BoD meetings requires a minimum of three (3) voting members to be present to form a quorum.

## **Article XI. Certification Requirements**

Section 11.01 Certification Requirements are dependent upon membership status. All members must sign an annual Memorandum of Agreement and complete the minimum required Continuing Education (CEU) and volunteer service hours. All volunteer service hours must meet Roane County TEMG program approval, as determined by the Roane County Extension Agent. At least 50% of the volunteer service hours completed must be on MGRC projects.

- A. Interns: must complete their initial certification as a Master Gardener in one year by completing the training courses, contributing a minimum of 40 hours of volunteer service, and completing 8 hours of CEUs.
- B. Active members with less than 10 years of service: must complete a minimum of 8 hours of CEUs and 25 hours of volunteer service.
- C. Active members with 10 or more years of service: must complete a minimum combined total of 15 hours of volunteer service and CEUs.

### **Section 11.02 Transfers**

- A. Individuals transferring from other counties or states must provide proof of certification, name and office address of their previous Extension Coordinator and proof of active status.
- B. Out-of-state transfers must audit the next available Tennessee Extension Master Gardener Training in Roane County.

### **Section 11.03 Leaves of Absence (LOA) Status**

- A. Members experiencing extenuating circumstances may request an annual Leave of Absence from the Roane County Extension Agent following the guidelines and procedures in the Volunteer Handbook.
- B. LOA members may attend all MGRC activities, but cannot vote, teach, hold project leader positions, or hold office.
- C. Dues are waived while on LOA status.
- D. Reactivation Policy:
  - 1. MGRC members who wish to return from Leave of Absence status should submit a Reactivation Form for approval by the Roane County Extension Agent.
  - 2. Certification standards must be met within one year.

### **Section 11.04 Formerly Active Members**

- A. Former MGRC members who wish to reinstate their active, certified status may follow the Reinstatement Policy in the Volunteer Handbook. They must submit a Reinstatement Form for approval by the Roane County Extension Agent and the MGRC BoD.
  - a. If it has been less than 5 years since the volunteer was an active member, reinstatement requirements consist of meeting the annual certification and membership requirements.
  - b. If it has been 5 or more years since the volunteer was an active member, the individual must audit the next available Tennessee Extension Master Gardener Training in Roane County and meet certification and membership requirements within one year.

## **Article XII. Dues**



Section 12.01 Dues shall be established annually by the BoD as part of the budget process and shall be included in the annual budget presented to the membership for approval.

Section 12.02 Annual Membership fees are payable as of January 1 each year.

Section 12.03 Any member failing to pay dues by February 28 forfeits membership as outlined in Section 10.04 until dues are paid.

### **Article XIII. Meetings**

Section 13.01 General Membership meetings may be held the first Thursday of each month. Members may attend in person or virtually via on-line conferencing software when available.

Section 13.02 The following Member meetings are designated for these annual activities:

- A. February: Annual Awards
- B. September: Officer Elections
- C. October: Budget Approval

Section 13.03 Board of Director's (BoD) meetings may be held monthly on a day set by each board at the January board meeting of each year. All MGRC Members and the Roane County Extension Agent will be notified of meeting time and location by the President. There must be three (3) voting members present to constitute a quorum. BoD meetings shall be open to all members.

Section 13.04 Special meetings of the MGRC and/or BoD may be called by the Roane County Extension Agent, MGRC President, or by a majority vote of the BoD. The MGRC membership shall be notified of specially called meetings by written notice via email.

Section 13.05 Roberts Rules of Order, Revised, shall govern all meetings of the MGRC.

### **Article XIV. Elections**

Section 14.01 A Nominating Committee will convene each year to identify qualified candidates willing to hold office. The Chair of the Nominating Committee shall be designated by the President. The chair will appoint two other MGRC members to serve on the committee. The Committee shall develop a full slate of officers, following the requirements for holding office.

Section 14.02 The slate of officers shall be presented to the membership at the September Member meeting. Additional nominations may be made from the floor, provided that consent has been secured from the nominee. Voting shall follow the process as defined in Section 10.05: Voting, and results shall be announced at the October Member meeting.

Section 14.03 Officers-elect shall assume a supporting, non-voting role alongside their outgoing counterpart effective immediately following the election. This serves as a transition period for the Officers-elect, and affords them the opportunity to receive "on the job training". The Officers-elect shall participate in all key activities and tasks, such as: leading or speaking at meetings, planning and organizing classes, preparation of annual reports, database access and membership communications, and any other tasks relevant to their positions.

Section 14.04 The new officers will assume responsibilities effective January 1st.

Section 14.05 Mid-term officer elections shall be conducted in the same manner as the annual election, with the new officer assuming responsibilities immediately following the special election.

## **ARTICLE XV. Committees**

Section 15.01 The President may establish committees as needed and shall designate committee chairpersons and fill chair vacancies, with approval by the BoD. The chairperson of the committee will select the committee members. These committees will be categorized as one of the three types:

- A. Project Committees – committees to manage ongoing sanctioned projects of Master Gardeners of Roane County.
- B. Ad Hoc Committees – short term committees to meet an immediate and short-term goal.
- C. Standing Committees – permanent committees necessary to continued existence of the Master Gardeners of Roane County. Standing Committees shall determine standard rules of operation for their committee and make these rules known to the membership.
  - a. The Auditing Committee shall conduct and complete an annual financial audit by January 15.
  - b. The Nominating Committee shall develop a slate of officers for presentation at the September Member Meeting, as described in Section XIV, Elections.

## **ARTICLE XVI. Finances**

Section 16.01 A proposed budget of anticipated revenues and expenditures shall be prepared by the Treasurer and submitted to the BoD for approval. The budget shall then be presented to the general membership at the October Member meeting for approval via the voting process as defined in Section 10.05: Voting.

Section 16.02 Dues shall be established annually by the BoD as part of the budget process and shall be included in the annual budget presented to the membership for approval.

Section 16.03 Fund-raising activities for the Master Gardeners of Roane County must be authorized by the BoD to ensure the purpose of such activities is in agreement with the objectives of the group and not in conflict with the nature of the organization.

Section 16.04 The Audit Committee shall conduct an annual financial review. The Treasurer shall prepare and file an annual report of the financial status of the MGRC with Roane County Extension by January 15 of each year.

Section 16.05 Upon dissolution of the MGRC, the BoD, or officers, shall surrender all funds, records, and assets to The University of Tennessee Extension, Roane County office, in accordance with the Financial Policy set forth in the Volunteer Handbook.

## **Article XVII. Grievances and Conflict Resolution**

Section 17.01 As representatives of University of Tennessee (UT) Extension, MGRC volunteers agree to abide by UT policies and expectations. However, conflicts may arise from personality differences or communication or expectation issues, and may also encompass more serious policy, legal or safety issues. If a volunteer's behavior is not acceptable or in the best interest of UT Extension, the volunteer program or program clientele, a range of actions, as described in the Volunteer Handbook, can be taken to correct the issue, including reassignment, leave of absence or removal from the program.

Section 17.02 Members may bring issues and concerns to the Member at Large, the Roane County Extension Agent, or any other BoD member, to be addressed in accordance with the guidelines in the Volunteer Handbook. Concerns and grievances shall be clarified with the MGRC BoD and the Roane County Extension Agent at the earliest possible time. Every effort will be made to resolve such matters informally before official procedures are initiated.

## **Article XVIII. Public Law**

Section 18.01 These Bylaws shall not be enforced in any manner to conflict with public law. If any article, sections, sub-section or portion thereof of these Bylaws should be held illegal, invalid, or null and void by a court or competent jurisdiction, each provision of the remaining guidelines shall remain in full effect.

## **Article XIX. Prohibitive**

Section 19.01 Neither the MGRC nor its members may use Master Gardener status to intervene, participate, or engage in political campaigns. Neither the MGRC nor its members may use Master Gardener status to lobby, attempt to influence legislation, or interfere with any political campaign on behalf of or in opposition to any candidate for public office.

Section 19.02 Neither the MGRC nor its members may use Master Gardener status to promote any commercial activity or private business.

## **ARTICLE XX. Amendments**

Section 20.01 These bylaws may be amended at any regular Member meeting of the MGRC, provided that the changes are agreeable to the Roane County Extension Agent.

Section 20.02 Any proposed amendment to these Bylaws shall be presented at least one Member meeting before a vote is taken on said amendments.

Section 20.03 Proposed amendment(s), in its entirety, shall be emailed to the members at least 21 days before the next MGRC Member meeting.

Section 20.04 The Bylaws of the MGRC may be amended only by 2/3 approval of the active member votes cast.