

## Master Gardeners of the Tanana Valley

**Purpose:** The purpose of the Tanana Valley Master Gardeners organization is to assist Cooperative Extension Service in providing educational information and technical assistance to the community. Members are ambassadors whose job it is to spread the good news about the knowledge and services Cooperative Extension Service provides.

**Meetings:** Meetings are held the first Tuesday of every month (except for January). Meetings are held at the Fairbanks Community Food Bank at 725 26<sup>th</sup> Ave. in Fairbanks, Alaska. Refreshments are served at 6:30 pm and the meeting will commence at 7 pm. (Changes in location may be announced in the newsletter.) Garden tours in July and August may substitute for meetings.

**Dues:** Annual membership dues are \$20 per person or \$25 per family. Dues are payable to Tanana Valley Master Gardeners. PO Box 72248 Fairbanks, AK 99707-2248.

**History:** The Tanana Valley Master Gardeners was formed May 7, 1991.

### Board of Directors/Officers 2013-2014

President	Emily Reiter	(2013-)
Vice President	Karen Jensen	(2013-)
Secretary	Leslie McCartney & Janice Whitton	(2013-)
Treasurer	Stephanie Meath	(2009-2014)
Member-at-Large	Ruiz Anne Rozell	(2012-)
Newsletter Editor	Steve Seefeldt	(2012-)

### Master Gardeners of the Tanana Valley Bylaws

**Article I. Name.** This organization shall be known as the Master Gardeners of the Tanana Valley

**Article II. Purposes.** This non-profit organization is organized exclusively for charitable, scientific, educational and civic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to activities which:

- A) Enhance and supplement the University of Alaska Cooperative Extension Master Gardeners Program;
- B) Assume responsibility of performing and engaging in special tasks related to the Program;
- C) Promote a wide dissemination to Alaskan citizens of gardening information available as a result of University study and experimentation; and
- D) Foster, promote, and disseminate gardening information in Alaska

**Article III. Membership.** Membership shall be open to any person or organization interested in the objectives of the Master Gardeners of the Tanana Valley. Membership shall not be transferable.

**Section 1. *Regular Members.*** Regular members shall be those members who have completed the Master Gardeners Program and have paid regular annual membership dues. Each regular member shall have one (1) vote on each matter submitted for a vote of the organization. No proxy votes will be allowed. Only regular members may hold office as a member of the Board of Directors.

**Section 2. *Associate Members.*** Associate members shall be those members who have not completed the Master Gardeners Program but have paid annual membership dues. They shall be non-voting members.

Section 3. *Honorary Members.* Honorary members shall be those members who are granted honorary membership by the organization. They shall be non-voting members with no obligation to pay membership dues.

Section 4. *Dues.* Membership dues shall be determined by the Board of Directors with any change of fee approved by the membership at the annual meeting in April. All memberships shall be effective April 1 through March 31.

Article IV. Board of Directors. The affairs of this organization shall be managed by its Board of Directors, who shall provide full direction to all business between general membership meetings, outline yearly goals and programs, and take action to assure that the financial records of the organization are reviewed annually. The voting Board of Directors shall be a President, Vice President, Secretary, Treasurer, and Member-at-Large.

Section 1. *President.* The President shall preside at all meetings and shall exercise general supervision over the affairs and activities of the organization.

Section 2. *Vice President.* The Vice President shall assume the duties of the President in his/her absence.

Section 3. *Secretary.* The Secretary shall record the minutes of all meeting, be responsible for maintaining a membership list with addresses and phone numbers, initiate and respond to correspondence, and assure that the general membership is notified in advance of all meetings and organization activities.

Section 4. *Treasurer.* The Treasurer shall collect all monies, pay all bills, retain records of receipts and expenditures, and have available a financial report at each regular meeting.

Section 5. *Member-at-Large.* The Member-at-Large shall participate as a voting director and assume such additional duties as determined by the President.

Section 6. *Ex Officio Representative.* In the event that no elected officer is a representative of the Cooperative Extension Service, the elected directors may request that an Alaska Cooperative Extension Service (ACE) staff member serve as an ex officio liaison officer.

#### Article V. Terms of Office

Section 1. *Election.* Election of the Board of Directors shall take place at the annual meeting of the organization. A Nominating Committee of three (3) members appointed by the President and approved by the Board of Directors shall prepare a slate of nominees, which shall be announced to the membership at least ten (10) days in advance of the annual meeting. Nominations may also be made from the floor, provided the consent of the nominee has been obtained.

Section 2. *Tenure.* The Board of Directors shall be elected for staggered three (3) year terms and shall take office immediately following the meeting at which they were elected. Directors shall be eligible to succeed themselves for not more than two (2) terms or a total of six (6) years. Directors will serve until a successor is elected except in cases of death, resignation, or removal.

Section 3. *Board Officer Elections.* A quorum (not less than 3 of 5) of the Board of Directors shall meet within the first month after being elected to elect officers (President, Vice President, Secretary, Treasurer) from among themselves.

Section 4. *Vacancy*. In the event of a vacancy in office, the remaining Board of Directors may appoint a replacement for the remainder of the term according to AS10.20.101.

#### Article VI. Meeting

Section 1. *Regular Meetings*. The organization shall have meetings at a time and location determined by the Board of Directors and announced at least ten (10) days in advance.

Section 2. *Special Meetings*. Special meetings may be called by the President, at the request of two (2) voting members of the Board of Directors, or at the request of at least 10% of the voting membership. Notice stating the time, location, and purpose of the meeting shall be given to all members at least ten (10) days prior to such meeting.

Section 3. *Annual Meetings*. The annual meeting of the organization shall be in April and shall be for the purpose of receiving an annual financial report, reports from the Board of Directors and committees, electing new Board of Directors members, reviewing membership fees, and conducting other business as may arise. The annual meeting shall be announced to the membership at least ten (10) days in advance.

Section 4. *Quorum*. A quorum of the organization to conduct business shall consist of 10% of voting members including a majority of the Board of Directors.

#### Article VII. Committees

Section 1. *Standing and Ad Hoc Committees*. The President and the Board of Directors may from time to time, establish committees as necessary.

Section 2. *Nominating Committee*. A Nominating Committee of one (1) director and three (3) members shall be appointed by the President and approved by the Board of Directors at least two (2) months prior to the annual meeting.

Article VIII. Amendments. Provisions of these Bylaws may be amended at any meeting by a two-thirds (2/3) vote of the regular members present provided notice and content of the amendment(s) have been provided in writing to all members at least 30 days prior to the meeting at which the amendment is to receive action.

Article IX. Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the procedures in this organization.

Article X. Dissolution. Upon the dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article XI. Indemnification. The Board of Directors shall be indemnified by the Corporation except in cases of negligence or willful misconduct in the performance of their duties as directors.

Approved March 2, 2004.

Updated May 8, 2013