

BY-LAWS OF SANTA FE MASTER GARDENER ASSOCIATION

Unanimously adopted as revised by the Board of Directors on August 9, 2005

ARTICLE I. NAM

The name of this association shall be the SANTA FE MASTER GARDENER ASSOCIATION.

ARTICLE II. OBJECTIVES

- A. The Santa Fe Master Gardener Association (hereinafter SFMGA) is a non-profit non-discriminatory, educational association that trains and provides individuals to assist the County Extension Agent in teaching the general public the most reliable, current, research-based, safe gardening information. The SFMGA operates as part of the New Mexico State Master Gardener Program, administered by New Mexico State University in accord with the Santa Fe County Office of NMSU's Cooperative Extension Service.
- B. The SFMGA is not affiliated with and does not endorse any commercial enterprise or products.

ARTICLE III. MEMBERSHIP

- A. Members
 - 1. have completed a New Mexico Master Gardener Course administered by the Cooperative Extension Service of New Mexico State University;
 - 2. have completed either the:
 - a. internship requirements for initial Master Gardener certification; or
 - b. volunteer service hours required yearly for maintaining Master Gardener certification;
 - 3. have paid their annual dues. Tuition for the Master Gardener Course includes the annual dues for individuals who complete requirement III.A.2 within eleven (11) calendar months of finishing the class; and
 - 4. reside within Santa Fe County or by special permission of the Santa Fe County Extension Agent.
- B. Friend
 - 1. have completed The Master Gardener class administered by the Cooperative Extension Service of New Mexico State University
 - 2. have failed to complete either their internship requirements or their volunteer hours for one (1) year.
 - 3. have paid their annual dues
 - 4. will receive all mailings and invitations
 - 5. may attend all SFMGA functions
 - 6. may reactivate at a future time

- C. The Santa Fe County Extension Agent shall be the liaison to New Mexico State University and shall be a non-voting, non dues-paying member.

ARTICLE IV. MEETINGS AND QUORUMS

- A. All meetings of the Board of Directors and of the Membership shall be held within Santa Fe County. Ad hoc teams, workgroups, or committees may meet wherever is convenient for their participants.
- B. Board of Directors Meetings
 - 1. The SFMGA's Board of Directors shall meet from time to time as needed to conduct the business of the Association.
 - 2. The quorum necessary for meetings of the Board of Directors shall be five (5) members of the board.
 - 3. Notice of the date, time, and place of meetings must be provided to members of the Board two (2) weeks prior to the meeting.
- C. Membership Meetings
 - 1. The Membership shall meet at least annually.
 - 2. Annual Meetings of the Membership shall be held in February or March of each year.
 - 3. Special Meetings of the Membership may be called by the Board or by a majority of the Members. Notice of the time, date, place, and purpose of Special Meetings must be sent to each member two (2) weeks prior to the meeting.
 - 4. A simple majority of Members present shall be necessary for voted decisions.
 - 5. The quorum necessary to conduct business at the Annual Meeting and Special Meetings of the Membership shall be those Members in attendance.

ARTICLE V. BOARD OF DIRECTORS

- A. The Board shall consist of a minimum of seven (7) Directors. Five (5) of these shall be the Officers of the Board: President, Vice President, Secretary, Treasurer and Membership Coordinator.
- B. Directors and Officers of the Board shall be elected at the Annual Meeting after selection by an ad-hoc nominating team or by nomination from the floor.
- C. The term for all Board positions shall be one (1) year beginning April 1st and running through March 31st of the following year.
- D. Directors and Officers must be Members of the SFMGA at the time of election and shall remain Members as defined in Article III throughout their term or forfeit their position on the Board.
- E. Resignations from the Board may be made verbally or submitted in writing to the Board. Any vacancy occurring on the Board may be filled for the unexpired term by a simple majority vote of the remaining Directors, or the Board may choose to leave the vacancy unfilled provided there are at least five (5) remaining Directors.

ARTICLE VI. DECISION MAKING

- A. Decisions in both Board Meetings and at the Annual Meeting of the SFMGA will be made by consensus, except for voted decisions: election of Directors, changes to the By-Laws or Standing Rules, and resolution of consensus stalemate. The President or her/his designate shall announce when a consensus has been reached and state that opinion. Disagreement with the stated opinion shall prompt further discussion of the issue, until the President or designate again believes that consensus has been reached. The process will continue in this fashion.
- B. Should a discussion become deadlocked without reaching consensus, any Member present may request a parliamentary vote.
 - 1. Issues submitted to parliamentary vote of the Board shall be decided by a simple majority of the Directors present for adoption.
 - 2. By-Laws may be adopted, deleted, or changed by an affirmative of two-thirds of the Board of Directors.

ARTICLE VII. ELECTIONS

- A. A Nominating Committee shall be appointed by the President each November.
- B. Officers and Directors shall be elected by written ballot at an Annual Meeting of the membership.
- C. If only one candidate is nominated for any position, by motion from the floor, election to fill the position may be by voice vote.
- D. Members must be present in order to vote.

ARTICLE VIII. OFFICERS, POWERS, AND DUTIES

- A. The officers of the SFMGA shall consist of the President, Vice President, Secretary, Treasurer and Membership Coordinator.
- B. Officers will assume office on April 1 following the Annual Meeting.
- C. The Board of Directors is responsible for the management of the affairs of the SFMGA including, but not limited to:
 - 1. developing or supporting programs or projects for the education of SFMGA members or the public
 - 2. establishing the criteria for membership in the SFMGA to the extent that the criteria do not conflict with State-wide requirements for earning and maintaining certification as a Master Gardener
 - 3. setting the amount and collection of membership dues
 - 4. elect or appoint chairs for membership, publications, etc as necessary
 - 5. expending SFMGA funds.
- D. To carry out responsibilities, the Board may adopt or from time-to-time modify its Standing Rules of Operational Procedure by a two-thirds majority vote of the Directors present at any properly-called meeting of the Board.

- E. The President shall:
 1. preside at all meetings
 2. nominate leaders to chair ad-hoc teams, committees, or workgroups as needed with the confirmation of the Board
 3. be an ex-officio member of all teams, committees, or workgroups
 4. have the authority to sign checks
- F. The Vice President shall:
 1. preside at meetings in the absence of the President
 2. sign SFMGA checks in the absence of the President.
- G. The Secretary shall:
 1. provide required notice to Members of meetings
 2. record minutes of all Board meetings and the Annual Meeting including documenting the outcome of any matters brought to a vote
 3. provide Board members with a copy of each meeting's minutes
 4. provide a copy of the By-Laws and Standing Rules of Operational Procedure to each new Member and to all Members when the Handbook is distributed.
- H. The Treasurer shall:
 1. receive all monies and keep an exact account of cash flow
 2. pay Board-approved bills on receipt of a written invoice and proof of purchase
 3. promptly report the receipt of Members' dues payments to the Secretary
 4. report regularly to the Board on the status of expenditures against the annual budget
 5. report annually to the membership on the financial condition of the SFMGA
 6. present the accounting books for inspection upon request by any Director
- I. The Member Coordinator shall:
 1. maintain an accurate membership with mailing list, email and phone numbers
 2. Keep track of volunteer hours

ARTICLE IX. ADMINISTRATIVE YEAR

- A. The fiscal and administrative year of the SFMGA will start on April 1 and end on March 31 of each year.

ARTICLE X. AMENDMENTS TO THE BY-LAWS

- A. Any Member desiring to amend or change the By-Laws shall submit a written request containing the text of such change to the President for consideration by the Board.
- B. The President must bring the proposed language before the Board of Directors for a vote within 60 days of receiving the request.
- C. Amendments or changes in these By-Lays may be approved by a 2/3 majority of the members of the Board.
- D. Each voting director's position on the proposed change must be documented in writing.