

2018 BYLAWS of the LARAMIE COUNTY MASTER GARDENERS

ARTICLE I. NAME

The name of this organization shall be the Laramie County Master Gardeners, hereinafter referred to as LCMG.

ARTICLE II. OBJECTIVE

The objective of LCMG is to educate youth and adults in horticulture, to promote civic beautification, to develop leadership and personal growth, and to assist the University of Wyoming Laramie County Extension Office in fulfillment of its horticulture mission in Laramie County, Wyoming. LCMG is organized exclusively for charitable, educational, and scientific purposes, including making distributions to organizations qualifying as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. *[Amended 01/16/08] [Amended 04/17/14]*

ARTICLE III. MEMBERSHIP

Section 1. Membership shall be limited to those persons who meet the educational and service requirements of the University of Wyoming Laramie County Extension Office. No part of the net earnings of LCMG shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Objective clause herein. No substantial part of the activities for the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. *[Amended 02/28/06] [Amended 04/17/14]*

Section 2. Any person meeting the conditions of membership as set forth in Article III Section 1 may propose an action to the Executive Board. *[Added 9/20/18]*

Section 3. Any person meeting the conditions of membership as set forth in Article III Section 1 may appeal a decision of the Executive Board. *[Added 9/20/18]*

ARTICLE IV. OFFICERS

Section 1. Officers shall be a President, a Vice-President, a Secretary, and a Treasurer elected as provided in Article VII, Section 2.

Section 2. All newly elected officers shall take office on January 1 following the Annual Meeting and shall serve a term of two (2) years or until their successors are elected. *[Amended 1/16/08] [Amended 04/17/14]*

Section 3. Qualifications for office shall be a LCMG member in good standing.

Section 4. A vacancy in any office shall be filled by vote of the Executive Board as soon as possible after the vacancy occurs, except that a vacancy occurring within a month preceding the election shall remain vacant. Officers elected by the Executive Board may only serve until the next election. *[Amended 1/16/08] [Amended 11/17/16]*

ARTICLE V. EXECUTIVE BOARD *[Amended 1/16/08]*

Section 1. The elected officers shall constitute the Executive Board. The Extension Horticulturist and the immediate past President shall be invited to attend the meetings in an advisory capacity. *[Amended 1/16/08]*

Section 2. The Executive Board shall: *[Amended 1/16/08]*

- A. Have general supervision of the affairs of LCMG between its business meetings, make recommendations to the membership, and perform such other duties as are specified in these Bylaws;
- B. Be subject to the Bylaws and Policies and Procedures of the LCMG, and none of its acts shall conflict with action taken by the membership; *[Amended 9/20/18]*
- C. Approve the President's appointment of chairpersons of Standing Committees;
- D. Fill vacancies in all elected offices in accordance with Article IV., Section 4 of these Bylaws; and
- E. Review any proposal, donation request, contract, grant application, or other binding agreement to assure that they are consistent with Article II – Objective of the LCMG Bylaws and that they are financially feasible. *[Added 9/20/18]*
 - a. The Executive Board shall have the authority to veto any proposal if said proposal is not consistent with the Objective of the LCMG or if LCMG cannot afford the proposal. *[Added 9/20/18]*
 - b. If the proposal passes, the Executive Board shall present the concept to the membership for its review and vote. *[Added 9/20/18]*
 - c. Only an officer of the Executive Board can bind the LCMG to a contract, and may do so only after the contract has been approved by the Executive Board and membership. *[Added 9/20/18]*

Section 3. The Executive Board shall meet prior to the first membership meeting of the year to approve committee plans and for any other business as may be necessary. Other meetings may be called by the President or two (2) Executive Board members, giving at least five (5) days' notice. *[Amended 1/16/08] [Amended 04/17/14]*

Section 4. A quorum shall be three (3) Executive Board members. *[Amended 1/16/08] [Amended 04/17/14]*

ARTICLE VI. DUTIES OF OFFICERS *[Amended 1/16/08]*

Section 1. The President shall:

- A. Preside at all membership and Executive Board meetings; *[Amended 04/17/14]*
- B. Call a meeting of the newly elected officers within sixty (60) days of election; and
- C. Be signatory on all accounts for approved actions. *[Amended 9/20/18]*

Section 2. The Vice-President shall:

- A. Preside in the absence or inability of the President; and *[Amended 04/17/14]*
- B. Be signatory on all accounts for approved actions. *[Amended 3/21/12] [Amended 9/20/18]*

Section 3. The Secretary shall:

- A. Keep all records of the membership and Executive Board meetings;
- B. Conduct correspondence as directed by the President;
- C. Be custodian of all LCMG documents;
- D. Keep up-to-date copies of the Bylaws;
- E. Keep a list of committee chairpersons and members;
- F. Send a copy of the minutes to the President, Vice-President and the University of Wyoming Laramie County Extension Office; *[Amended 04/17/14]*
- G. Be signatory on all accounts for approved actions; and *[Amended 9/20/18]*
- H. Have records ready for the Financial Review Committee's examinations by January 15th. *[Amended 04/17/14] [Amended 11/17/16]*

Section 4. The Treasurer shall:

- A. Be custodian of all funds;
- B. Conduct correspondence as directed by the President;
- C. Disburse funds only as directed by the LCMG Executive Board;
- D. Be signatory on all accounts for approved actions; and *[Amended 3/21/12] [Amended 9/20/18]*
- E. Report at all regular meetings and as otherwise requested;
- F. File annual Internal Revenue Service (IRS) tax forms by May 15 each year; *[Amended 9/20/18]*
- G. File the Annual Report with the Wyoming Secretary of State by July 1; and *[Amended 9/20/18]*
- H. Have records ready for the Financial Review Committee's examinations by January 15th. *[Amended 2/17/10] [Amended 04/17/14]*

Section 5. Outgoing officers shall deliver all official materials to their successors prior to the new officer's first Executive Board meeting. *[Amended 04/17/14]*

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. A Nomination Committee of three (3) members shall be elected by the membership prior to the Annual Meeting. *[Amended 1/21/09] [Amended 04/17/14]*

- A. The chairperson shall be elected by and from its members and announced by the President before adjournment.

- B. The committee shall nominate one (1) candidate for each elected office at the Annual Meeting. *[Amended 04/17/14]*
- C. Nominations may be made from the floor at the Annual Meeting.
- D. No member shall be nominated by the committee or from the floor who has not given consent to serve or who does not meet the qualification set forth in Article IV, Section 3 of these Bylaws. *[Amended 1/16/08]*

Section 2. Elections shall be by ballot at the Annual Meeting except if there is but one (1) candidate for an office the vote may be by voice. The candidate receiving the most votes cast by members (including proxy votes) at the meeting shall win. *[Amended 1/16/08] [Amended 9/20/18]*

Section 3. The membership shall elect on odd years a President and Secretary who will serve a term of two (2) years. The membership shall elect on even years a Vice-President and Treasurer who will serve a term of two (2) years. *[Amended 5/10/06]*

ARTICLE VIII. ADVISORS

Section 1. The advisors for the LCMG shall be the Extension Horticulturist and the immediate past LCMG President. *[Amended 1/16/08]*

Section 2. Duties:

- A. The Extension Horticulturist: *[Amended 1/16/08]*
 - a. Is the liaison for the University of Wyoming Laramie County Extension Office; *[Amended 04/17/14]*
 - b. Assists with horticulture problems as requested;
 - c. Shall provide to the Executive Board a listing of those persons who meet the requirements of membership in LCMG as determined by the UW Laramie County Extension Office by November 1 of each year for the purpose of complying with W.S. 17-19-720(b) for the next calendar year; and *[Added 9/20/18]*
 - d. Has no voting privileges. *[Amended 11/17/16]*
- B. If the past President is unable to serve as an advisor, a previous officer may be appointed by the Executive Board. *[Amended 11/17/16]*

ARTICLE IX. MEMBERSHIP MEETINGS

Section 1. Membership meetings shall be called by the Executive Board. *[Amended 9/20/18]*

- A. There shall be a minimum of six (6) meetings per calendar year. *[Amended 9/20/18]*
- B. The Executive Board or membership may, by vote, elect to hold one fewer membership meeting per year. *[Amended 9/20/18]*

Section 2. The Annual Meeting shall be a membership meeting in the last quarter of each year and shall be for the purpose of electing officers, receiving reports from officers and committees and for any other business that may arise. *[Amended 04/17/14]*

Section 3. The Executive Board or three (3) or more LCMG members may call a special meeting. All members must be given fair notice of any special meeting. *[Amended 9/20/18]*

Section 4. A quorum of the membership shall consist of eleven (11) members. *[Amended 04/17/14] [Amended 9/20/18]*

Section 5. The Executive Board may call for an email ballot of the entire membership, without calling a meeting, if a time-sensitive issue arises. As adapted from W.S. 17-19-708: *[Added 9/20/18]*

- A. The Executive Board must document any such decision. *[Added 9/20/18]*
- B. The email to the membership that solicits the email vote shall: *[Added 9/20/18]*
 - a. Set forth the proposed action; *[Added 9/20/18]*
 - b. Indicate the number of responses needed to meet the quorum requirements; *[Added 9/20/18]*
 - c. State the percentage of approvals necessary to approve each matter; and *[Added 9/20/18]*
 - d. Specify the time and date that emails containing votes will be received and counted. *[Added 9/20/18]*
- C. Two or more officers shall tally the votes. *[Added 9/20/18]*
- D. The Secretary must retain documentation of the votes, including a list of the names of each member who voted, how they voted, and the date and time of their email that contains their vote. *[Added 9/20/18]*

Section 6. Pursuant to W.S. 17-19-705, members will be given fair notice of all meetings a minimum of ten (10) days and no more than sixty (60) days prior to the meeting, including at the minimum: *[Added 9/20/18]*

- A. Meeting place, date and time; *[Added 9/20/18]*
- B. A description of any matter(s) that will be presented to the members for approval; and *[Added 9/20/18]*
- C. A description of any matter(s) which cause the meeting to be called if not a regularly scheduled meeting. *[Added 9/20/18]*

Section 7. Pursuant to W.S. 17-19-722(d), unless at least one third (1/3) of the members are present at any meeting, the only matters which can be voted upon are those matters that were described in the meeting notice. *[Added 9/20/18]*

Section 8. Pursuant to W.S. 17-19-720(b), a current list of members shall be available for inspection by all members no later than two (2) days after notice is given of any meeting. *[Added 9/20/18]*

Section 9. Meetings shall be conducted according to Roberts Rules of Order whenever conflict arises. *[Added 9/20/18]*

ARTICLE X. COMMITTEES

Section 1. The Standing Committees shall be: Financial Review, Bylaws, Programs, Public Relations, and Education. *[Amended 2/17/10] [Amended 04/17/14] [Amended 11/17/16]*

- A. The Financial Review Committee shall: *[Amended 11/17/16]*
 - a. Consist of at least two (2) members; *[Amended 3/21/12]*

- b. Examine the LCMG records by April 1 and at such other times as requested; and *[Amended 2/17/10] [Amended 04/17/14]*
- c. Report at the first membership meeting of the second quarter and at such other times as requested. *[Amended 04/17/14]*
- B. The Bylaws Committee shall:
 - a. Consist of at least three (3) members. The Extension Horticulturist shall serve as advisor; and *[Amended 3/21/12]*
 - b. Review Bylaws, Policies and Procedures, and Special Rules of Order of the LCMG at least once every two years and report to the LCMG. *[Amended 2/17/10] [Amended 3/21/12] [Amended 04/17/14] [Amended 9/20/18]*
- C. The Programs Committee shall: *[Amended 04/17/14]*
 - a. Consist of at least three (3) members; and *[Amended 3/21/12]*
 - b. Be responsible for programs at membership meetings and other events. *[Amended 3/21/12] [Amended 04/17/14]*
- D. The Public Relations Committee shall;
 - a. Consist of at least three (3) members; *[Amended 3/21/12]*
 - b. Prepare publicity for newspapers and other media as requested; and
 - c. Assist the other Committees with advertising. *[Amended 04/17/14]*
- E. The Education Committee shall consist of two (2) subcommittees: *[Amended 2/17/10] [Amended 04/17/14]*
 - a. The Youth Education Committee shall respond to requests from schools and other entities for assistance with educational programs in the classroom. *[Amended 04/17/14]*
 - b. *[Amended 9/20/18]* The Adult Education Committee shall plan and implement educational programs within the community. *[Amended 3/21/12] [Amended 04/17/14]*
- F. All committees shall:
 - a. Submit reports to the President as requested; *[Amended 3/21/12]*
 - b. Submit a detailed budget to the Executive Board as requested; and *[Added 9/20/18]*
 - c. Deliver all official materials to their successors within sixty (60) days of appointment.

Section 2. Other committees may be formed in accordance with the Policies and Procedures. *[Amended 9/20/18]*

ARTICLE XI. SCHOLARSHIPS

Section 1. In an effort to promote and further education in the area of horticulture, a scholarship or grant of up to \$100 per member per calendar year may be awarded by the Executive Board to financially assist a LCMG member in good standing. *[Amended 2/17/10] [Amended 04/17/14]*

- A. The Scholarship may be awarded for any valid horticulture event requiring tuition, travel, or overnight expenses as approved by the Executive Board.
- B. The Executive Board shall:
 - a. Review the request with at least three (3) members of the Executive Board; *[Amended 04/17/14]*
 - b. Make a decision within 48 hours of the request if possible; and

- c. Reimburse the LCMG member after the member has completed the requirements listed on the Scholarship Application Form. *[Amended 04/17/14]*
- C. The LCMG member shall:
 - a. Submit the Scholarship Application Form to the Executive Board prior to the event;
 - b. Be able to show proof of the event, date, location, and registration as described on the Scholarship Application Form; and
 - c. Present an overview of the event, if requested by the Executive Board. *[Amended 04/17/14]*

ARTICLE XII. DELEGATES TO WYOMING MASTER GARDENER ASSOCIATION (WMGA) *[Amended 04/17/14]*

Two (2) delegates and two (2) alternates to represent the LCMG at the WMGA shall be elected at the Annual Meeting. Election shall be by ballot or voice. *[Amended 04/17/14]*

ARTICLE XIII. AMENDMENT OF BYLAWS

Section 1. These Bylaws may be amended at any LCMG membership meeting by a two third's (2/3) vote, provided that notice of such amendment has been given to all members no less than thirty (30) days prior to the meeting. *[Amended 1/16/08] [Amended 04/17/14]*

Section 2. All proposed changes to the Bylaws shall progress as follows: *[Added 9/20/18]*

- A. Identification of the needed change, *[Added 9/20/18]*
- B. Referral by the Executive Board to the Bylaws Committee, *[Added 9/20/18]*
- C. Review by the Bylaws Committee and recommendation to the membership, and *[Added 9/20/18]*
- D. Vote of the membership with 30 days' notice. *[Added 9/20/18]*

ARTICLE XIV. POLICIES AND PROCEDURES

The Policies and Procedures shall be amended by a two third's (2/3) vote at a membership meeting, provided that notice of such amendment has been given to all members no less than thirty (30) days prior to the meeting. *[Added 9/20/18]*

ARTICLE XV. DISSOLUTION

In the event of the dissolution of the LCMG, all assets shall be assigned to The Friends of the Cheyenne Botanic Gardens in accordance with the IRS, Section 501(c)(3). None of the funds shall inure to the benefit of individual members. Upon the dissolution of LCMG, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. *[Amended 2/28/06] [Amended 04/17/14]*

Adopted
Amended 2/19/2003
Amended 12/7/2004
Adopted February 2005
Amended 2/21/2006
Adopted 2/28/2006
Amended 5/10/2006
Amended 1/11/2008
Adopted 1/16/2008
Amended 1/16/08. Standing Rules has been deleted.
Amended 1/21/2009
Adopted 1/21/2009
Amended 2/17/2010
Amended 3/21/2012
Amended 4/17/2014
Amended 11/17/16
Amended 9/20/2018