

**Bylaws**  
**Master Gardener Association of Ocean County, Inc.**

Newly Revised August 4, 2022

**Article I: Name and Purpose**

**Section 1: Name**

The name of this corporation is the "Master Gardener Association of Ocean County, Inc." (MGOC, Inc.)

**Section 2: Purpose**

This non-profit corporation of volunteers, trained and certified by Rutgers Cooperative Extension (RCE), is organized and operated for educational and charitable purposes. More specifically, the purposes for which this corporation is organized are to:

- A. Expand the research and educational capacity of RCE in order to provide Ocean County residents with research-based home grounds information through a network of trained volunteers
- B. Promote community awareness of and participation in RCE programs related to horticulture and the environment through educational outreach
- C. Cooperate with other county non-profit agencies in raising public awareness of and interest in the contributions of horticultural and environmental initiatives in Ocean County

**Article II: Membership**

**Section 1: Eligibility**

- A. Membership is open to all RCE Certified Master Gardeners without regard to race, religion, color, national origin, ancestry, age, sex, sexual orientation, gender identity and expression, disability, atypical hereditary cellular or blood trait, marital status, civil union status, domestic partnership status, military service, veteran status, and any other category protected by law.
- B. Alumni may resume membership upon recertification.

**Section 2: Privileges of Membership**

All members of MGOC, Inc., as defined in Section I above, are deemed "eligible" to hold any office in MGOC, Inc., chair any committee of MGOC, Inc., vote on all business related to MGOC, Inc., and participate in all activities sponsored by MGOC, Inc.

**Article III: Officers**

**Section 1: Board of Directors**

This corporation shall be governed by a Board of Directors (the Board) consisting of the following officers: President, First Vice-President, Second Vice-President, Treasurer, Recording Secretary (General), Recording Secretary (Executive), Corresponding Secretary, and Trustee (3).

**Section 2: Eligibility**

Any eligible member, as defined in Article II, Section 1, in good standing may hold an elected office, EXCEPT that no member may hold elected office in this corporation while at the same time serving in an elected office in a RCE Master Gardener organization in another county.

**Section 3: Terms of Office**

Officers are elected for a two-year term beginning July 1. An officer may serve no more than two consecutive terms in his or her elected position nor hold more than one elected office at a time. Terms of office may be extended until a

qualified successor is elected. The election of the ten-member Board is divided so as to elect five officers each year. The division for election purposes is as follows:

Year one: President, First Vice-President, Treasurer, Recording Secretary (General), Trustee (1)

Year two: Second Vice-President, Recording Secretary (Executive), Corresponding Secretary, Trustee (2)

#### **Section 4: Duties**

All Members of the Board are required

- A. To pursue the purposes and functions of the bylaws of MGOC, Inc.
- B. To follow the policies and procedures of MGOC, Inc.
- C. To attend a minimum of 70 percent of all regularly scheduled meetings of the Board, the Executive Committee (X-Com), and the general membership.

In addition, individual officers are required to fulfill the duties of their positions, as follows:

- A. The **President** shall:
  1. Preside over all meetings of the Board, X-Com, and general membership
  2. Appoint committee chairpersons
  3. Appoint two representatives and two alternates to the Master Gardener Association of New Jersey
  4. Be an ex-officio member of all committees, EXCEPT the Nominating Committee
  5. Be empowered to call special meetings of the Board, X-Com, and general membership
  6. Cast the deciding vote in the event of a tie
  7. Be authorized to sign checks
- B. The **First Vice-President** shall:
  1. Assume the position of President in the event of a vacancy in that office
  2. Preside in the absence of the President
- C. The **Second Vice-President** shall:
  1. Assume the position of the First Vice-President in the event of a vacancy in that office
  2. Preside in the absence of the President in order of rank
- D. The **Treasurer** shall:
  1. Receive all monies for MGOC, Inc.
  2. Keep an exact account of all income, bank deposits, disbursements, and other financial matters
  3. Pay all bills upon receipt of a written statement and original purchase proof
  4. Make a monthly report to the Board, X-Com, and general membership
  5. Prepare an annual budget
  6. Prepare statements for the IRS
- E. The **Recording Secretary (Executive)** shall:
  1. Record minutes of all meetings of the Board and X-Com
  2. Maintain the official attendance list
  3. Prepare minutes for distribution to Board and X-Com members before or at the start of the next meeting
  4. Maintain official list of members

F. The **Recording Secretary (General)** shall:

1. Record minutes of all meetings of the general membership
2. Maintain the official attendance list
3. Prepare minutes for distribution to the general membership before or at the start of the next meeting
4. Maintain official list of members

G. The **Corresponding Secretary** shall:

1. Receive and review correspondence
2. Read correspondence received at meetings
3. Write and send out cards, thank you letters, etc. and any other letters or correspondence as directed by the President
4. Keep a file of all correspondence

H. The **Trustees** shall serve as officers of the Board and assist the President and the Board as needed.

#### **Article IV: Elections**

##### **Section 1: Nominating Committee**

The President shall appoint an eligible member, as defined in Article II, Section 1, as chairperson for the Nominating Committee by February 1 of each year. The Chairperson shall then select four additional eligible members to serve on the Nominating Committee. All eligible members shall have until March 15 to let the Nominating Committee know in writing that they are interested in an office that is up for election. The Nominating Committee will interview all eligible members who apply for an office.

##### **Section 2: Members of the Nominating Committee**

- A. The names and contact information of all members of the Nominating Committee are to be posted on the MGOC, Inc. website and published in the newsletter.
- B. Members shall propose a slate of qualified candidates for the positions to be filled by election.
- C. Members should understand the duties of each position to be filled on the Board and consider the goals of MGOC, Inc.

##### **Section 3: Nominating Committee Report**

- A. The Chairperson of the Nominating Committee shall present the proposed slate at the April General Meeting.
- B. Eligible members may make nominations from the floor, which will be accepted immediately after the presentation of the Nominating Committee's report.
- C. When all nominations from the floor have been received from those present at **the** April General Meeting, the presiding officer will declare the nominations closed.

##### **Section 4: Voting**

- A. The election shall be held at the June General Meeting.
- B. The President shall preside at the election.
- C. Voting by acclamation: If there is only one nominee for an office, the President shall declare that the nominee is elected, thus effecting the election by unanimous consent or "acclamation."
- D. Voting by written ballot:
  1. If there is more than one nominee for an office, the President shall conduct a vote by written ballot, which the Secretary has prepared in advance.

2. The Secretary, assisted by one other BOD member, will count the ballots and announce the winner.

E. Only eligible members present at the meeting may vote.

**Section 5: Vacancies**

The Board will elect a qualified, eligible member to serve out the remainder of the term of any vacated office. (See Article II Section 3.)

**Section 6: Removal from Office**

- A. Voluntary Resignation: Any officer who, of their own volition, cannot perform the duties of the office to which they are elected is required to inform the Board of their resignation as soon as possible.
- B. Removal: An officer may be removed from office with cause for nonperformance of duty or for illegal or unethical conduct. In such cases, the Board must concur by a two-thirds majority.

**Article V: Executive Committee**

The Executive Committee (X-Com) consists of the members of the Board and all committee chairpersons.

**Section 1: Committee Liaison**

The newly elected President shall call an organizational meeting of the Board in order to facilitate the assignment of committee responsibilities to Board members, who will serve as committee liaisons. Committee liaisons shall maintain regular communication with assigned committee chairpersons in order to oversee committee activities, provide reports to the Board, X-Com, and the general membership, and provide support for committee activities when needed.

**Section 2: Committee Chairpersons**

Committee chairpersons will be appointed by the President on a yearly basis and will function according to their job descriptions. Whenever the committee is active, the chairperson is responsible for submitting a written monthly report to the Recording Secretary (Executive), or if unable to attend the X-Com Meeting, to their committee liaison, and to the newsletter editor for publication.

**Article VI: Meetings**

**Section 1: Board Meetings**

Regular meetings of the Board are scheduled monthly. A quorum is a simple majority of the members of the Board.

**Section 2: X-Com Meetings**

Regular meetings of the X-Com are scheduled monthly. A quorum is a simple majority of the members of the Board plus two committee chairpersons.

**Section 3: General Membership Meetings**

Meetings of the general membership are scheduled monthly. A quorum shall consist of 30 eligible members.

**Section 4: Special Meetings**

Special meetings may be called at the discretion of the President and limited to the discussion pertaining to the matter for which the meeting is called. (See Sections 1-3 above for quorums.)

**Article VII: Governing Documents**

This corporation is governed by Federal laws, state statutes, articles of incorporation, the bylaws of MGOC, Inc., and Robert's Rules of Order, in that order. *Robert's Rules of Order: Newly Revised* (12th edition or later) is the parliamentary authority that will be used in all cases in which they are applicable and in which they are not inconsistent with these bylaws. The President may appoint a parliamentarian.

### **Article VIII: Revisions/Amendments to the Bylaws**

The Board may make amendments to these bylaws in the following manner:

- A. At a Board meeting, the Board will vote on the passage of the amendment and/or revision, passage of which requires a simple majority of those members present.
- B. If the proposal is approved, the Board will notify the General Membership of the proposed amendment and/or revision by posting it on the MGOC, Inc. website and publishing it in the newsletter. Notification will include the meeting date on which the proposed amendment and/or revision will be considered with notice of thirty days or the amount of time that elapses between monthly General Meetings.
- C. Passage of a proposed amendment and/or revision shall require a two-thirds majority vote of all eligible members present at the General Meeting.

The amended/revised "Bylaws of the Master Gardener Association of Ocean County, Inc." will be annotated with the month, day, and year of the change(s).

### **Article IX: Dissolution Clause**

Upon the dissolution of MGOC, Inc., the Board shall, after payment of all liabilities, dispose of all the assets of the corporation exclusively for the purpose and in such manner or to such an organization or organizations organized and operated exclusively for educational or scientific purposes which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code 1954.