

# Bylaws of Tennessee Master Gardener Alliance

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## Master Bylaws for the Tennessee Master Gardener Program Organization

### Article 1

#### Name and Office

##### Section 1. Name and Office

The name of the organization is Tennessee Master Gardener Alliance (referred to herein as "Alliance"). The principal office is located in Knox County, State of Tennessee at the University of Tennessee Knoxville.

### Article 2

#### Objectives and Purpose

##### Section 1. Specific Objectives and Purpose

The specific objectives and purpose of the Alliance shall be to support the Extension Master Gardener associations and groups throughout the state of Tennessee, increase and facilitate communication and networking among groups, and assist in the overall direction of the program.

### Article 3

#### Governing Members

##### Section 1. Number

The Tennessee Master Gardener Advocacy Board (referred to herein as "TMGAB") will serve as the board of directors of the Alliance. The TMGAB is composed of three (3) qualified Extension Master Gardeners and (1) Extension Master Gardener Coordinating Agent from each Extension designated region of Tennessee. Additional ex-officio, non-voting members may be appointed by the chairperson, as approved by the board of directors. The Tennessee Master Gardener Coordinator, an employee of the University of Tennessee Extension will serve as advisor, record-keeper, and non-voting member of the board of directors.

##### Section 2. Powers

Subject to the provisions of the laws of this state and any limitations in these bylaws, the activities and affairs of this Alliance shall be conducted under the direction of the board of directors.

### Article 4

#### Members

##### Section 1. Determination and Rights of Members

The Alliance shall have only one class of members. Each member is an active county Extension Master Gardener group or association.

The member is to be represented by its president, chairperson, leader, or a designated representative. No Extension Master Gardener group, single county or multi-county, shall hold more than one membership in the Alliance. Except as expressly provided in or authorized by the bylaws of this Alliance, or provisions of law, all members shall have the same rights, privileges, restrictions, and conditions.

##### Section 2. Qualifications of Members

The qualifications for membership in this Alliance are as follows: (1) Must submit a complete county annual report and officer registration completed by group president and local Extension Master Gardener Coordinator (2) Must be an Extension Master Gardener group in good standing, (3) Must respect the program policies and procedures provided in the Tennessee Master Gardeners Handbooks.

##### Section 3. Admission of Members

Applicants shall be admitted to membership upon submission of county annual report and officer registration.

##### Section 4. Number of Members

Each qualifying Extension Master Gardener group in the state should be eligible for one member representative in the Alliance.

##### Section 5. Membership Records

The Alliance shall keep membership records containing the name and address of each member. These records shall be found on the current county annual report and officer registration. Such records shall be maintained at the Alliance's principal office in the record-keeping files of the Tennessee Master Gardener Coordinator.

##### Section 6. Nonliability of Members

A member of this Alliance is not, as such, personally liable for the debts, liabilities, or obligations of the Alliance.

##### Section 7. No Transferability of Memberships

A qualified Extension Master Gardener group member representative may not transfer a representation or any right arising there from. All

rights of membership cease upon the member's dissolution.

#### **Section 8. Termination of Membership**

The membership of a member shall terminate upon the occurrence of any of the following events:

Upon qualified group's notice of such termination delivered to the board of directors of the Alliance or the Tennessee Master Gardener Coordinator personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Alliance.

All rights of a member in the Alliance shall cease on termination of membership as herein provided.

### **Article 5 Meetings of Members**

#### **Section 1. Place of Meetings**

Meetings of membership shall be held at such place or places as may be designated from time to time by resolution of the board of directors.

#### **Section 2. Regular Meetings**

A regular state-wide annual meeting of members shall be held on a date designated by the board of directors for the purpose of transacting business as may come before the meeting.

A regular annual regional meeting of members shall be held on a date designated by the regional board representatives from the board of directors. The meeting for the purpose of electing advocates shall be deemed a regular regional meeting.

#### **Section 3. Special Meetings of Members**

Special meetings of the members shall be called by the board of directors or regional board representatives, the chairperson of the board, or if different, by the persons specifically authorized by the board of directors to call a special meeting.

#### **Section 4. Notice of Meetings**

Unless otherwise provided by these bylaws or provisions of law, notice must state place, day, and hour of the meeting. In the case of a special meeting, the purpose for which the meeting is

called, shall be delivered not less than 14 days before date of the meeting.

The method of contact will be either in person, by email or mail, or telephone. If mailed, such notice shall be deemed to be delivered when deposited in the US mail addressed to the member at his or her address as it appears on the current records of the Alliance. If email, such notice shall be deemed to be delivered if email does not bounce back to sender.

The notice of any meeting of members at which advocates are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

#### **Section 5. Quorum for Meetings**

Those members present represent a quorum to conduct business or hold an election at regular Alliance meetings or regular regional meetings.

#### **Section 6. Majority Action as Membership Action**

Every act or decision done or made by a majority of voting members present in person or by proxy approved by the local Extension Master Gardener Coordinator (County Agent) at a duly held meeting is the act of the members, unless these bylaws or provisions of law require a greater number.

#### **Section 7. Voting Rights**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of advocates, however, shall be by written ballot at duly held meetings.

#### **Section 8. Action by Written Ballot**

Approval of action by written ballot shall be valid only when the number of approvals equals or exceeds a majority of voting members present at the meeting.

#### **Section 9. Conduct of Meetings**

Meetings shall be governed by Robert's Rules of Order, Newly Revised, and insofar as such rules are not inconsistent with or in conflict with these bylaws or with provisions of law.

### **Article 6 Board of directors**

#### **Section 1. Duties**

It shall be the duty of the directors to:  
Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;

Appoint and remove, except as otherwise provided in these bylaws, all officers and representatives of the Alliance;  
Supervise all representatives of the Alliance to assure their duties are performed properly;  
Meet at such times and places as required by these bylaws or as necessary to perform the responsibilities of this Alliance;  
Register their addresses with the Alliance, and notices of meetings emailed or mailed to them at such addresses shall be valid notices.

### **Section 2. Qualifications - Advocates**

Advocates shall be of the age of majority in this state. Other qualifications for directors of this Alliance shall be as follows: (1) Must be an active member of an Extension Master Gardener Association or group for at least three (3) years; (2) Must have served as an officer or board member of their local Extension Master Gardener Association or group; (3) Must have attended a qualified TMG Leadership training program.

### **Section 3. Application & Election - Advocates**

Qualified TMG members shall submit application to board of directors. Each candidate will be contacted and interviewed by a current board member. The board will approve candidates by consensus.

Elections will be held at the annual regional meetings and voted on by those regional members. Each Alliance member shall cast one vote per candidate.

If no provision is made to hold an election for available advocate positions, the board, at a regular meeting, may elect new members to fill those vacancies. Each voting board member may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes within their respective region shall be elected to serve on the board.

### **Section 4. Term of Office - Advocates**

Each advocate shall hold office for a period of two (2) years and for no more than three (3) consecutive terms with emeritus status thereafter. They may continue to serve as mentor for his/her successor.

### **Section 5. Election of Officers - Board of directors**

The election of chairperson and secretary of the board of directors shall be conducted as the positions open (biannually) by the board of directors.

A ballot listing of candidates shall be provided to each director at least two weeks prior to vote. Voting shall be done either in person or electronically with completed ballots sent to the state coordinator.

A majority of returned ballots cast shall constitute an election. Winners of the election shall be announced by the state coordinator on the prior announced deadline date. In the case of a tie vote for officer, the final decision resides with the state coordinator.

### **Section 6. Role of Officers – Board of directors**

Role of chairperson shall be to serve as leader of the board of directors and preside at all meetings. Execute the established policies and procedures to ensure fulfillment of the stated objectives.

Work with state coordinator to appoint chairpersons of standing committees, special committees, committee chairpersons, etc. as approved by the board of directors. Meet with state coordinator on regular basis.

Role of secretary shall be to develop proper record keeping procedures to ensure accurate documentation is maintained. Record, distribute, and maintain minutes for board of directors.

Serve as communication link between board of directors and TMG membership ensuring appropriate information is dispersed.

Role of State MG Coordinator shall be to serve as staff for the organization. Supervise and coordinate work completed by other staff and directors on behalf of the organization. Serve as non-voting member of board of directors. Work closely with board of directors' chairperson and secretary. Assume responsibility for records and archives. Perform other duties as determined by board of directors.

### **Section 7. Compensation – Board of directors**

Advocates shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to advocates shall be approved in advance.

Tennessee Master Gardener Coordinator's compensation, advancement, and reimbursements are managed through University of Tennessee and not applicable to these bylaws.

### **Section 8. Place of Meetings – Board of directors**

Meetings shall be held - at such-place as may be designated by the board of directors.

**Section 9. Meetings - Board of directors**

Regular meetings of directors shall be held based on consensus of the board.

Special meetings of the board of directors may be called by the chairperson or by any two directors. Such meetings shall be held at the place designated by the person or persons calling the special meeting.

**Section 10. Notice of Meetings - Board of directors**

Unless otherwise provided by these bylaws or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

**Regular Meetings.** No notice need be given of any regular meeting of the board of directors.

Regular Meetings, time and place, are determined at the beginning of each fiscal year.

**Special Meetings.** At least 7 days prior notice shall be given to each director of special meetings. Such notice may be oral or written, may be given personally, by email, first class mail, or by telephone, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

**Section 11. Quorum for Meetings – Board of directors**

A quorum shall consist of a majority of the voting members of the board of directors. Except as otherwise provided by these bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chairperson shall entertain at such meeting is a motion to adjourn.

**Section 12. Conduct of Meetings – Board of directors**

Meetings of the board of directors shall be presided over by the chairperson of the board or, in his or her absence, by a chairperson chosen by a majority of the directors present at the meeting. Meetings shall be governed by Robert’s Rules of Order, Newly Revised, and insofar as such rules are not inconsistent with or in conflict with these bylaws or with provisions of law.

**Section 13. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Alliance.

**Section 14. Indemnification by Alliance of Directors and Officers**

The directors and officers of the state Alliance shall be indemnified by the Alliance to the fullest extent permissible under the laws of this state.

**Section 15. Vacancies – Board of directors**

Vacancies on the board of directors shall occur (1) upon the death, resignation, or removal of any director; (2) whenever the number of authorized directors is decreased (3) or upon expiration of term.

Any director may resign effective upon giving written notice to the chairperson of the board or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Alliance would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the appropriate agency of this state.

Directors may be removed from office as permitted by and in accordance with the laws of this state.

**Article 7**

**Committees**

**Section 1. Executive Committee**

The Executive committee shall consist of the board of directors’ chairperson, secretary, and state coordinator. The duties of the Executive committee shall be to conduct TMG and board of directors business between board meetings and shall report such actions to the board of directors at the next regularly scheduled meeting.

**Section 1. Other Committees**

The Alliance shall have such committees, as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not members of the board and may act in an advisory capacity to the board.

The term of each committee shall be one year unless otherwise specified by the board of directors. At the end of the period, the committee shall be discharged automatically unless the term has been extended by the board of directors.

Committee chairpersons shall be appointed by the board of directors’ chairperson with the approval of the board of directors. Terms shall be for one year. Committee chairpersons may be re-appointed for a second term. No committee chairpersons shall serve three consecutive terms unless approved by the board of directors.

**Article 8**

**Amendment of Bylaws**

**Section 1. Amendment**

Subject to the power of the members of this Alliance to adopt, amend, or repeal the bylaws of this Alliance and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

Reference Documents:

County 76 Master Gardener Association Bylaws. University of Arkansas. 2008.

Memphis Area Master Gardner Association Bylaws. Shelby County Extension.

Robert's Rule of Order Newly Revised, 10<sup>th</sup> Edition. Robert III, Henery M., et al.2000.

Tennessee Master Gardener Program Volunteer Handbook: Statewide Guidelines and Procedures. W199. University of Tennessee Extension.

Tennessee Master Gardener Program County Program Handbook: Statewide Guidelines and Procedures. W193. University of Tennessee Extension.

Tennessee Master Gardener Program Administrative Handbook for Program Staff. W226. University of Tennessee Extension.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors of this Alliance, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 5 preceding pages, as the master bylaws of this Alliance.

Dated: \_\_\_\_\_ 12/15/11 \_\_\_\_\_

Digital Signatures for:

2010-2011 TMG Advocates

Mike Payne

Meg Georgiades

Denisa Cate

Chris Ramsey

Cynthia Winfield

David Craig

Johnny Suthers

Beth Babbit

Chis Cooper

Bob Ary