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CLACKAMAS COUTY MASTER GARDENER™ ASSOCIATION BYLAWS

The term Master Gardener in the Chapter bylaws is a trademark used exclusively by the Master Gardener Program.

ARTICLE I: PURPOSE

The Master Gardeners of Oregon State University Extension Service hereby associate to form a nonprofit organization, hereinafter referred to as the Clackamas County Master Gardener Association, The Clackamas County Chapter, The Chapter, or Chapter, for the following purposes:

- **a.** To enhance and supplement the Oregon State University Extension Service Master Gardener Program (Program).
- **b.** To assume responsibility for performing special tasks and engaging in continuous activities related to the program.
- **c.** To promote a wide dissemination of information available as a result of university study and experimentation. Such information shall be in accordance with Oregon State University (OSU) standards.
- **d.** Some of the Chapter's financial resources will be used to support further horticulture education through scholarships, grants, and endowment programs.

ARTICLE II: ORGANIZATION

Section 1. This Association is a Nonprofit Membership Organization

The Association shall be financially and otherwise self-supporting by dues, fundraising activities, and labor and services donated by Master Gardeners and other volunteers.

Section 2. OMGA Affiliation

The Clackamas County Chapter is part of a statewide organization, the Oregon Master Gardener Association (OMGA). The Chapter shall comply with any annual subordinate roster verification policies required by OMGA to maintain this group exemption status.

Section 3. Tax Identification and Group Exemption

The Clackamas County Chapter maintains its own unique Employer Identification Number (EIN) as required for subordinate organizations under an IRS group exemption. The chapter operates as a tax-exempt subordinate organization under the master 501(c)(3) group exemption determination letter held by the Oregon Master Gardener Association.

Section 4. Financial and Reporting Autonomy

While operating under the general corporate umbrella and group tax exemption of OMGA, the Clackamas County Chapter retains independence over its local financial management, including the maintenance of separate bank accounts, and the adoption of its own annual budget.

For tax compliance and reporting purposes the Chapter shall compile all necessary year-end financial data and tax information under its unique EIN and forward it to the OMGA Treasurer. The OMGA Treasurer shall prepare, finalize, and submit the required annual IRS Form 990 information returns to the IRS on behalf of the Clackamas County Master Gardener Association.

Section 5. Voting

To vote on chapter business, a simple majority of voting members physically or electronically present at a chapter meeting will rule, except as defined in Article VI, Section 4, and Article XI, Section 1.

ARTICLE III: MEMBERSHIP

Section 1. Classes and Voting

There shall be three classes of membership: Active, Honorary, and Associate.

Section 2. Active Membership

Anyone who obtains the Oregon State University Extension Service Master Gardener certification is qualified and eligible to become an active member upon payment of annual dues. An Active Member pays dues to the chapter but may or may not be a participant in the Master Gardener Program. Active members have voting privileges.

Section 3. Honorary Membership

Oregon State University Extension staff involved in the Master Gardener program are automatically honorary members who are exempt from paying dues. They are encouraged to participate in discussions but may not vote or hold office. Extension staff who have completed the Master Gardener training may choose to pay dues and participate as active members.

Section 4. Associate Membership

- **a.** Persons in the horticulture field who are not involved with or active in the Master Gardener Program may be associate members of the Chapter. Such members shall have no voting privileges and shall not be eligible to hold office.
- **b.** All persons currently enrolled in the Master Gardener training program are automatically associate members without voting privileges. After completing the Master Gardener training classes, these persons will be considered active members with voting privileges until January of the following year, when they may choose to become dues-paying active members.

Section 5. Voting by Proxy

There shall be no proxy voting.

Section 6. All Services Shall be Voluntary

All services shall be voluntary and without remuneration, except that pre-approved reimbursement may be made to members for appropriate out-of-pocket expenses upon presentation of a voucher and supporting receipts to the treasurer.

Section 7. Non-Discrimination Statement

The Master Gardener Association prohibits unlawful discrimination based on age, race, color, religion, sexual orientation, sex, gender identity or expression, national origin (including ancestry and ethnicity), citizenship, marital or family status, pregnancy or related conditions, disability, political beliefs, genetic information, protected veteran status/service, reprisal or retaliation for prior civil rights activity, or any other status protected by law or OSU policy.

Section 8. Termination of Membership

Chapter members, whether dues-paying or non-dues-paying, may be removed from the rolls for actions or behaviors that actively threaten or obstruct the chapter's goal of providing quality, research-based gardening information to the public, or that undermine the goal of maintaining a safe, welcoming environment for all members and visitors to gather and share in pursuit of this knowledge.

Such action shall be taken only after a charge is brought to the Executive Board and supported by substantive information. The details of the charge shall be communicated in writing to the member at least 15 days before any action is taken.

The member shall be allowed to respond in writing or in person at least 5 days before any decision by the Executive Board. Any such action requires a two-thirds affirmative vote of a quorum of the Executive Board at a regular or special meeting.

All decisions of the Board are final.

ARTICLE IV: GOVERNING BODY

Section 1. Governing Body

The governing body of the Clackamas County Master Gardener Association shall be its Executive Board and its members. The OMGA may provide organizational assistance to the Clackamas County Master Gardener Chapter to ensure that all chapters perform in unison. The Clackamas County Master Gardener Chapter will function autonomously from and have no liability to the OMGA, as written, in the OMGA Bylaws.

Section 2. Executive Board

The Clackamas County Chapter shall form an Executive Board consisting of all officers of the Chapter, Past President, Committee Liaison, up to three Member-at-Large, an OMGA Representative, OMGA Alternate Representative, and the Spring Garden Fair Chair. The Executive Board shall conduct business requiring action before the next scheduled Chapter meeting. The Board shall disclose an account of all actions taken at the next Chapter meeting.

ARTICLE V: EXECUTIVE BOARD MEMBERS

Section 1. Officers

Elected officers will consist of a President, Vice President, Secretary, Treasurer, and an Assistant Treasurer (optional).

Section 2. Additional Executive Board Members

- **a.** Immediate Past President
- **b.** Committee Liaison
- **c.** Member-at-Large
- **d.** OMGA Representative
- **e.** OMGA Alternate Representative
- **f.** Spring Garden Fair Chair

Section 3. Roles

a. President. Shall preside at meetings of the Chapter and shall have the authority to appoint such committee chairpersons and members as necessary.

b. Vice President. Shall assist the President in conducting meetings and shall preside at Chapter meetings in the President's absence.

c. Secretary. Shall keep the minutes of the meetings; assist the President in conducting necessary correspondence; and perform related duties as requested by the President.

d. Treasurer. Shall have custody of the Chapter funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter. The Treasurer shall deposit all monies and other valuables in the name of, and to the credit of, the Chapter, in such depository or depositories as may be designated by the Executive Board.

The Treasurer shall disburse Chapter funds within the limits of the approved budget and as directed by the Executive Board.

The Treasurer shall provide a Treasurer's report on all transactions and the financial condition of the Chapter at each regular meeting, or as required.

The Treasurer shall serve without bond.

e. Assistant Treasurer (optional). Shall perform the duties delegated by the Treasurer or the Executive Board. The Assistant Treasurer shall serve without bond. If the Treasurer is unable to perform the duties, the Assistant Treasurer shall assume all duties of the Treasurer.

f. Past President. Shall provide leadership continuity, historical perspective, and guidance to the Executive Board. As a voting member, the Past President serves as a mentor to current and emerging leaders and assists with leadership transitions, special projects, and organizational initiatives as needed.

g. Committee Liaison.

Members shall report to the President and the Executive Board and advise and assist the chairs of the Chapter Operations, Community Service, and Public Education Committees. They will also assist in planning the Chapter's long-range goals. Committee Liaison members are voting members of the Executive Board.

The Committee Liaison will initially consist of three positions, each with a three-year term, with one member retiring annually (staggered terms). Additional Committee Liaison members may be added for terms determined by the Executive Board as needed to conduct Chapter business.

Committee Liaison members are to be elected by the general membership with the other Officers, in accordance with Article VI, except that, when time is of the essence, added Committee Liaison members may initially be selected by the Executive Board and subsequently ratified by a majority of the members authorized to vote at the next regular general meeting. Thereafter, additional Committee Liaison members are to be elected with the other Officers in accordance with Article VI.

h. Member-at-Large. Represents the interests of the general membership and contributes to the effective governance of the Chapter. As a voting member, the Member-at-Large participates in Board discussions, deliberations, and decisions, and undertakes special projects or assignments as requested by the President or the Executive Board**.**

i. OMGA Representative(s).

Members of the Clackamas County Chapter shall elect one primary representative and one alternate to serve on the OMGA Board of Directors and represent the Chapter at OMGA meetings.

In the absence of the primary OMGA Representative, the Alternate Representative shall assume the primary OMGA Representative's duties.

The Chapter shall be entitled to one vote at OMGA meetings, in accordance with the OMGA Bylaws.

j. Spring Garden Fair Chair. To improve communication between the Executive Board's general functions and the Spring Garden Fair Committee's specific functions, an ex officio seat on the Board has been created for the Chair of the Spring Garden Fair. As an ex officio member, the Chair of the Spring Garden Fair has full voting rights on all matters but is not required to attend all meetings.

ARTICLE VI: ELECTION OF THE EXECUTIVE BOARD

Section 1. Nominations for Executive Board Members

Nominations for Executive Board Members will be open in September.

a. Members shall review the slate of Executive Board Members put forward at the October Chapter meeting from nominations by the Nominating Committee (Article IX, Section 5) and nominations submitted from the floor.

b. The terms of office for Executive Board Members shall begin on January 1.

c. The terms of office for all officers, the OMGA Representative, and the Alternate Representative will be one year; Member at Large will serve two years, and each Committee Liaison will serve for three years. Executive Board Members shall be elected by a majority of voting Members physically or electronically present at the November Chapter meeting

Section 2. Officer Vacancies

Vacancies occurring before the expiration of the term shall be filled by appointment of the President, with the approval of a majority of the members physically or electronically present at the Chapter meeting.

Section 3. Officer Terms

Officers shall serve one-year terms commencing on January 1.

An officer may be reelected for one term. Following two consecutive terms in the same office, a one-year time lapse shall occur before an officer is eligible to be elected to that office unless the Executive Board waives the restriction in a specific situation by a two-thirds vote.

An officer may be elected to a different office immediately after holding an office.

Section 4. Removal From Office

Any member of the Executive Board may be removed from office, with or without cause, with the approval of a majority of the members physically or electronically present at the Chapter meeting. Removal from office does not mean removal as a member of the Chapter.

ARTICLE VII: MEETINGS

Section 1. Parliamentarian

The President shall appoint a Parliamentarian. In the event of a conflict in procedure, Robert's Rules of Order Newly Revised shall govern the conduct of all meetings.

Section 2. Chapter Meetings

Regular meetings of the Chapter shall be held at a time of day, day of week, and week of the month fixed by the Executive Board.

Chapter members will be notified and provided with an agenda in advance of the Chapter meeting.

Chapter members will be notified in advance of the Executive Board meeting.

Section 3. Open to All

Chapter meetings and regularly scheduled Executive Board meetings will be open to all Active, Associate, and Honorary members. All members are encouraged to attend and participate in discussions. Visitors are welcome at all Chapter meetings.

ARTICLE VIII: DUES AND FINANCES

Section 1. Annual Dues

The annual dues amount shall be agreed upon by the Executive Board in September and presented to the membership in October.

The membership year shall begin on January 1st of each year.

The Chapter shall collect dues from members before January 1st to ensure their names and phone numbers are listed in the Chapter Directory.

OMGA dues should be remitted to the OMGA Treasurer as required by OMGA.

Section 2. Fundraising

The Chapter is expected to promote fundraising programs to cover operational expenses incidental to activities within the scope of the bylaws.

Section 3. Unbudgeted Expenditures

The Executive Board shall have the authority to approve unbudgeted expenditures of up to $500. Such action must be approved by a majority of the Executive Board members present at the meeting; at least four members of the Executive Board must be present.

Any proposed unbudgeted expense exceeding the $500 limit must be presented to the membership for consideration at a regular Chapter meeting. The proposed amount must be approved by a majority of the voting members physically or electronically present at the next Chapter meeting.

The total amount of all unbudgeted expenditures cannot exceed the annual budgeted contingency fund.

Section 4. Ballots

Written ballots will be required for voting on Officers, Representatives, the budget, and approval of unbudgeted expenditures from the chapter's contingency fund.

Section 5. Fiscal Year

The fiscal year shall run from January 1st through December 31st.

ARTICLE IX: COMMITTEES

Section 1. Establishing Committees

The President shall be authorized to create and establish any standing or ad hoc committee as necessary to conduct the Chapter's business and programs.

Section 2. Committee Chairs

The President shall appoint all committee chairs not mentioned in Sections 3, 4, and 5 of this Article, and each committee chair will be responsible for recruiting their committee members. All committees shall be established with an odd number of members, with a minimum of three members.

Section 3. Audit Committee

The Vice President appoints the members of the Audit Committee and may attend Committee meetings to provide information but does not participate in determining conclusions or in writing the report.

The Treasurer will attend the audits to answer questions and provide necessary documentation but does not participate in reaching conclusions or in writing the report.

The Audit Committee shall audit the Chapter's books semiannually: January, for the previous year's final audit, and July for the second audit of the year. The results will be documented and then presented to the Executive Board.

Section 4. Budget Committee.

The President shall appoint a Budget Committee in January, chaired by the Treasurer. The Vice President, the Assistant Treasurer, and a Spring Garden Fair representative will sit on the Budget Committee.

The Spring Garden Fair representative will present the recommended budget at the September Budget Committee meeting. The budget will be presented to the Executive Board for review at the September Executive Board meeting.

At the October chapter meeting, the committee shall submit the proposed budget for the next year and make other recommendations as it deems advisable.

The proposed budget will be voted on at the November chapter meeting.

Section 5. Nominating Committee.

Under Article IX, Section 2, the President shall appoint the Nominating Committee in January. The Nominating Committee will present the slate of incoming officers at the October chapter meeting. The election will be held at the November chapter meeting.

ARTICLE X: MISCELLANEOUS

Clackamas County Master Gardener Association business not covered by these bylaws shall follow the chapter's Policies and Procedures as posted on the chapter's website.

ARTICLE XI: AMENDMENTS

These bylaws may be amended or revised by a two-thirds affirmative vote of the voting members present, either in person or electronically, at a chapter meeting. Members shall receive notice of the proposed changes at least one month before a chapter meeting, with an agenda specifying the issue.

ARTICLE XII: DISSOLUTION

In the event of the dissolution of the Clackamas County Master Gardener Association, the membership of the Clackamas County Master Gardener Association shall transfer any remaining assets, after satisfaction of obligations and expenses, to the Clackamas Community College Horticulture Scholarship Endowment Fund or to a 501(c)(3) organization of the membership's choice.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that they are the duly elected, qualified, and acting Secretary of Clackamas County Master Gardener Association, a recognized chapter of the Oregon Master Gardener Association, an Oregon nonprofit corporation, and further certifies that:

1. True Copy: The foregoing Bylaws, comprising 9 pages (including this page), constitute the current, complete, and authentic Bylaws of the Association.
2. Current Status: These Bylaws were adopted by the Executive Board on June 13, 2005 and have been amended up to and including September 21, 2026. They remain in full force and effect as of the date written below and have not been further amended, modified, or rescinded.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on behalf of the Association this _____day of _____, 20__.

By:_____

Name: Carol Holdt

Title: Chapter Secretary