

BYLAWS OF THE
ALASKA MASTER GARDENERS ANCHORAGE, INC.

ARTICLE I - NAME

The name of this organization is the Alaska Master Gardeners Anchorage, Inc., herein referred to as AMGA, a non-profit organization.

ARTICLE II PURPOSES AND POWERS

2.01

Purpose

AMGA is a non-profit volunteer organization and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal tax code.

Specific objectives and purposes:

2.02

- (a) To enhance and supplement the University of Alaska Fairbanks Cooperative Extension Service (UAF/CES) Master Gardener Program by performing special tasks and engaging in continuous activities related to the Master Gardener Program.
- (b) To provide educational and volunteer opportunities for wide dissemination of gardening and horticultural information available as a result of University study and experimentation.
- (c) To promote fellowship and encourage interaction with members, Alaska citizens and other organizations having similar interests in responsible Alaska horticultural and gardening practices.

Powers

AMGA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the educational and charitable purposes for which AMGA is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03

Non-profit Status Exempt Activities Limitations

- (a) Exempt Activities Limitation: Notwithstanding any other provision of these Bylaws, no

director, officer, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue

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Code as it now exists or may be amended.

No part of the net earnings of the organization shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the organization shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(b) Distribution Upon Dissolution: Upon termination or dissolution of AMGA, any assets

lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, which organization(s) have a charitable purpose similar to AMGA. In the event there is no qualifying similar charitable organization, distribution of its assets lawfully available for distribution will be made under the applicable laws of the State of Alaska.

ARTICLE III - MEMBERSHIP

3.01

Membershi p

Membership shall be open to any person or organization who shares the objectives of AMGA and who pays the annual membership fee. There is no limit on the number of members of AMGA.

3.02

Membership Year and Dues

The membership year is January 1 through December 31. Annual membership dues are payable annually on or before December 31.

3.03

Membership Classes

There shall be three classes of membership in AMGA: voting memberships, non-voting associate memberships, and honorary memberships:

(a) Voting memberships are those who have completed the University of Alaska

Fairbanks Cooperative Extension Service Alaska Master Gardener class or other equivalent master gardener class as may be determined by the UAF/CES Anchorage Master Gardener Program Advisor or other UAF/CES Horticulture Agent and who have paid their annual membership dues. Each voting member shall be entitled to one vote on each matter submitted to a vote of the voting membership.

Lifetime Achievement Award memberships may be awarded by the Board of Directors to voting members in recognition of individual long-term participation and support of AMGA's purposes. Lifetime members shall have no obligation to pay membership fees and will retain the right to vote and hold office.

(b) Non-voting associate memberships are those persons or organizations who have not completed the Alaska Master Gardener class or equivalent and have paid annual

membership dues. Non-voting associate memberships are not eligible to serve on AMGA's

3.04

Board of Directors, but may serve in other organization positions.

(c) Honorary membership may be awarded by the Board of Directors and will have no obligation to

pay annual membership dues. Honorary membership may be extended to any individual who need not be a member of this organization, in recognition of their contributions and/or their dedication and support of AMGA's objectives. Honorary members are not eligible to vote or hold office.

General Membership Meetings, Benefits and Objectives

The annual General Membership meeting shall be held during the month of January. A quorum for conducting business at the annual meeting shall consist of 20 voting members. AMGA, under the direction of AMGA's Board of Directors, will provide its membership:

3.05

(a) regularly scheduled general membership meetings and/or field trips with membership

educational opportunities with date, time and place determined by the Board of Directors. Notice to membership of regularly scheduled events will be published annually in the membership directory with reminder notifications and/or changes disseminated via the newsletter and/or electronic communications.

(b) notice of various seminars, workshops, conferences and other training opportunities; volunteer

opportunities for membership to support AMGA's purposes;

(c) organization newsletter and membership directory.

(d) opportunities to interact and communicate between members via such methods as newsletter

articles, meetings and/or other opportunities which may include electronic communications such as email communications, internet group forum and various other options.

Master Membership

Record

AMGA shall keep a master membership record containing the name, contact information and membership status for each member. Such record shall be kept at a location specified by the Board of Directors and shall be used only for the business of AMGA.

3.06

Termination of Membership

Membership shall terminate upon the occurrence of any of the following events:

(a) Failure to pay the annual membership dues.

(b) Upon determination by the Board of Directors that the member has engaged in conduct

materially prejudicial to the interests or purposes of the organization. The member will be provided with reasonable written notice of the proposed termination and an opportunity to be heard either orally or in writing.

(c) Death of the member.

3.07

Non-Transferability of Membership

No member may transfer a membership or any right arising from said membership. All rights of membership cease upon the member's death or termination of membership.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

AMGA's Board of Directors shall consist of at least 5 and no more than 11 directors. Within these limits the Board may increase or decrease the number of directors serving on the Board. No decrease will have the effect of shortening the term of an incumbent director. Ex-officio non-voting members of the Board include the UAF/CES Master Gardener Program Advisor and others as may be determined by the current Board.

4.02

Powers

Subject to the provisions of these Bylaws and the laws of the State of Alaska, the business and affairs of this organization shall be conducted and managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

4.03

Terms

(a) All Directors shall be elected at large to serve a two year term and shall be staggered so that approximately half the number of directors will end their terms in any given year.

(b) Directors may serve no more than two terms in succession unless a specific exception or

extension is approved by a two-thirds affirmative vote of the current Board. Election to a special one year Director's term shall not count towards the term limit of serving no more than two full terms in succession.

(c) The term of office shall be considered to begin with first official Board of Directors' meeting in January after the results of the annual election.

4.04 Qualifications and Election of Directors

Any Alaska Master Gardener, qualified as a current voting member as described in Article III, paragraph 3.03(a) who has been duly nominated may be elected as a Director. Directors shall be elected by the majority vote of the regular voting membership no later than the designated annual meeting. The election may be conducted by electronic, written or vive voce (voice).

4.05 Vacancies

Board of Directors' vacancies existing or created by expiration of a Director's term of office, resignation, death, removal of a director or an increase in the number of Board Directors will be filled by temporary appointment or election.

(a) If less than one year remains of the term, the Board will temporarily appoint a person to serve

4.06

until the next election cycle. If less than 4 months remains in the term, the Board may hold the vacancy until the next election cycle.

(b) If the remaining portion of the term is more than one year, the Board will appoint a temporary

director to serve until the next election cycle, when a special election for a one year term will be held with the regular election cycle.

(c) If the number of Directors in office is less than a quorum, a vacancy may be filled by affirmative majority vote of the remaining directors. If only a sole remaining Director, he/she will appoint a committee of at least two AMGA voting members to select temporary appointments to hold office until the next election cycle. If no Directors remain, at least two AMGA voting members will be selected by a CES Horticulture Agent to select temporary appointments to hold office until the next election cycle.

Removal of Directors

A Director may be removed with cause or no cause by two-thirds vote of the Board of Directors, when:

4.07

(a) there are multiple absences both excused and unexcused from meetings of the Board in a 12

month

period;

(b) a determination is made by the Board of Directors that the Director has engaged in conduct materially and seriously prejudicial to the interests or failed to act in the best interests of the stated purpose of the organization, and the Director has been provided reasonable written notice of same and has been provided an opportunity to be heard either orally or in writing.

Board of Directors

Meetings

(a) As a minimum, four regularly scheduled meetings of the Board of Directors will be held

during the membership year, with the date and place to be determined by the current Board of Directors.

1. All regular Board meetings are open to members, who may attend as observers.

2. Annual notice of regular Board meeting schedule published in the organization's

newsletter will be adequate notice to the membership.

(b) Special Meetings of the Board of Directors may be called by the President, the Vice

President, the Secretary or by any two directors who shall provide reasonable notice to Board members of the date, time, place and purpose of the special meeting.

(c) Any director may waive notice of any meeting, in accordance with Alaska law. Any Director's attendance at a regularly scheduled meeting will be considered a waiver of notice

4.08 Conduct of Business

(a) The quorum required to conduct business for meetings of the Board will consist of 50% plus

1 of the total members of the Board of Directors. Except as otherwise provided under these Bylaws, no business shall be considered by the Board at any meeting at which the required quorum is not present.

(b) A majority vote will be sufficient to conduct AMGA business with the exception of the following

which require a two-thirds affirmative vote of Directors in attendance to approve:

1. proposed amendments, revisions, additions or deletions to the Bylaws.

2. appointments to fill vacant positions on the Board of Directors that occur between election cycles as defined in ARTICLE IV, 4.05.

3. removal of Directors from the Board or Offices.

(c) A tied vote with no decision results in either the motion being lost or the Board may

entertain a new motion to open the matter for further discussion and revote.

(d) Pursuant to the exception of Board actions contained in 4.08 (b), on occasion as may be

necessary to conduct organization business, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a face-to-face meeting if consent in writing, setting forth the action so taken, shall be agreed by a consensus of a quorum. For purposes of this section, an email transmission from an email address on record constitutes a valid writing. The purpose of and any votes resulting from a meeting conducted by electronic means will be entered into the minutes of AMGA at the next Board of Directors' regular meeting. The intent of this provision is to allow the Board of Directors to use email to approve actions, providing all participating Directors have access to and opportunity to contribute to all participating Directors' communications and as long as a quorum of Board members is present and gives consent.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors; except they may be allowed reimbursement for reasonable expenses incurred in the performance of their duties.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to AMGA. Such remuneration shall be reasonable and fair to the organization and must be reviewed and approved in accordance with the Board's Conflict of Interest policy and state law.

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ARTICLE V- OFFICERS

5.01 Officers

The officers of the organization will be President, Vice President, Secretary, Treasurer, and other such officers as may be determined by the current Board of Directors, such as Parliamentarian and co-officers, with the exception there shall be no co-Treasurer. Co-Vice President positions will be ranked 1st Co-Vice President and 2nd Co-Vice President.

5.02 Terms of Service

Officers shall be elected to a one (1) year term of office by the Board of Directors, at the next regularly scheduled Board of Directors' meeting following announcement of election results. Any two

or more offices may be held by the same person, except for the offices of President and Secretary or President and Treasurer. Each officer holds office until completion of term, resignation, removal or otherwise disqualified to serve, or until a successor shall be elected.

5.03

Removal and Resignation

Any officer may be removed from their position at any time by the Board of Directors in accordance with Article IV, 4.08. Any officer may resign their office at any time by providing notice to the Board of Directors. Any such resignation shall take effect on the date of receipt or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective. Resignation from an officer position is not an automatic resignation from the Board of Directors, which would require a separate resignation.

5.04

Vacancies in Officer Positions

In the event of a vacancy in any office other than President, appointment to such vacancy may be made temporarily by the President until such time as the Board shall fill the vacancy. In the event of a vacancy in the President's office, the Board of Directors will elect a Board member to complete the remaining term of office of President.

5.05 Duties of President

The President or co-President if any shall preside at all meetings of the general membership and the Board of Directors. The Board President shall lead the Board of Directors in performing its duties and responsibilities as properly required by the Board of Directors and these bylaws.

The President shall also enforce the Bylaws of the organization. The President shall perform all other duties incident to the office.

5.06

Duties of the Vice President

In the absence or disability of the Board President, the ranking Vice-President shall perform the duties of the Board President. The Vice President shall have such other powers and perform such other duties as may be determined by the Board of Directors.

5.07

Duties of the Secretary

The Secretary shall be custodian of the organization's records and ensures that all required official

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documents and organization records are current and kept on the google drive. The Secretary shall keep or cause to be kept a record of minutes of all meetings and actions of Board of Directors, membership meetings, including the annual membership meeting and any committees as may be determined by the Board. The Secretary shall cause notice to be given of all meetings as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary and/or President may appoint a current AMGA member to assist in the performance of all or part of the duties.

5.08 Duties of the Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the organization. The Treasurer shall keep the Board informed of all financial matters on a timely basis. The Treasurer shall keep or cause to be kept permanent records and documents as required by Alaska law, the U.S. Internal Revenue Service, the Bylaws or which may be assigned by the Board of Directors. In conjunction with the other Directors, the Treasurer shall oversee budget preparation and administration. The Treasurer may appoint with the approval of the Board, a qualified fiscal agent or a current member of the organization to assist with the accomplishment of the assigned responsibilities of this position.

5.09 Duties of the Parliamentarian

The Parliamentarian shall see that the business of the organization is conducted in an orderly and appropriate fashion. Robert's Rules of Order, revised, may be used for parliamentary reference and guidance in cases not covered by these Bylaws. The Parliamentarian provides research and guidance on parliamentary matters as may be assigned by the Board of Directors or President.

ARTICLE VI – COMMITTEES

Committees may be established as needed to support and conduct business of the organization. The President, with concurrence of the Board of Directors will appoint chairpersons [or co-chairpersons]. Chairpersons will be responsible for the management and membership of their committee.

6.01

Committee Membership

Chairpersons must be current regular AMGA voting members in good standing but need not be members of the Board of Directors unless otherwise determined by the Board of Directors.

Committee members must be current AMGA members in good standing. Non-AMGA members may be appointed to AMGA committees to serve in a non-voting advisory capacity.

6.02

Terms of Service

Terms of service for Committee Chairpersons and members will be concurrent with the current slate of Officers unless otherwise determined by the Board.

6.03

Removal of Committee Chairpersons and Members

Chairpersons and committee members serve at the pleasure of the current Board of Directors and may be removed with or without cause from their positions by a majority vote of the Board of Directors.

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6.04 Committee

Responsibilities

Chairpersons will be responsible for reporting the status of committee activities to the Board and will provide annual budgets as may be determined by the Board of Directors for approval by the Board of Directors. Meetings and actions of committees shall be governed by, held and taken in accordance with the provisions and powers of Article IV 4.02 of these bylaws.

ARTICLE VII -

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED FISCAL MATTERS

7.01 Contracts and other related documents

7.02

(a) Pursuant to Article V 5.02 and 7.01 (b) unless so authorized by the Board of Directors, no Officer shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

(b) Except as otherwise provided by resolution of the Board of Directors or Board policy, all

contracts, deeds, leases, mortgages, grants, and other agreements of AMGA shall be executed on its behalf by the Treasurer or other persons to whom the Board of Directors has delegated authority to execute such documents in accordance with policies approved by the Board.

Checks, Drafts and Notes

All checks, drafts, notes or other orders for payment of money, notes or other evidence of indebtedness issued in the name of AMGA, shall be signed by the Treasurer and/or such authorized signatories from the Board and in such manner as shall from time to time be determined by resolution of the Board and/or described in operational guidelines or Standing Rules.

7.03 Deposits

All funds of AMGA shall be deposited to the credit of AMGA in such banks, trust companies or other depository as the Board of Directors may select.

7.04

Loans

No loans shall be contracted on behalf of AMGA and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors.

7.05 Indemnification

(a) The Directors and Officers shall not be personally liable for the debts, liabilities or other

obligations of the organization.

(b) AMGA shall indemnify a director, former director or officer made a party to a proceeding

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7.06

because he/she is or was a director of AMGA, against liability incurred in the proceeding if that person acted in good faith and in a manner he/she reasonably believed to be in the best interest of the organization.

(c) The organization shall have the power to purchase and maintain at the organization's expense insurance of behalf of the organization and on behalf of the Directors and/or Officers or other person delegated power by the Board of Directors to act on behalf of the organization.

Related Fiscal Matters

(a) The fiscal year of this organization is January 1 to December 31

(b) A proposed budget of anticipated revenues and expenditures shall be submitted to the

Board of Directors for approval no later than the first Board meeting of the new fiscal

year.

(c) AMGA's operational guidance material will include fiscal practices and procedures

as maybe determined by the Board of Directors.

This Article will not apply in any proceedings in which the Director, Officer or former Director is liable for negligence or misconduct in the performance of their duty.

ARTICLE VIII MISCELLANEOUS

8.01 Books and Records

AMGA shall keep correct and complete books and records of account, minutes of the proceedings of all Board meetings, a record of actions taken by the Board without a meeting, and records of actions of certain committees as may be required by the Board. AMGA shall keep copies of AMGA's State of Alaska Articles of Incorporation, Bylaws as amended to date, and documentation of Internal Revenue Service non-profit status.

8.02 Dues

The Board of Directors will periodically review the amount of dues assessed for membership and members will be notified at least 30 days in advance of the effective date of any changes in the membership dues.

8.03 Voluntary Service

All AMGA service shall be voluntary with no compensation except for reasonable out-of-pocket expense money or reasonable reimbursement expenses upon presentation of verifying receipts

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to the Treasurer in accordance with provisions of AMGA's operational guidelines as determined by the Board.

8.04

Gifts

Pursuant to IRS 501(c)(3) regulations, the Board of Directors may accept on behalf of AMGA any contribution, gift, bequest or devise for the nonprofit purposes of AMGA.

8.05

Fund Raising Activities

Fund raising activities for AMGA may be authorized by the Board of Directors when the purpose of such activities is in agreement with the objectives and not in conflict with the nature of AMGA, state laws, Internal Revenue Service non-profit status, and these Bylaws.

ARTICLE IX - CONFLICT OF INTEREST, NONDISCRIMINATION POLICY

AND TRANSPARENCY

9.01

9.02

Conflict of Interest

(a) The Board shall adopt and periodically review a conflict of interest policy to protect

AMGA's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, member of a committee with Board delegated powers, or AMGA member.

(b) It is expected that any member of the Board who has a financial, personal, or official

interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that

member from acting on, vacate his seat and refrain from discussion and voting on said item.

Nondiscrimination

Policy

The Directors, officers, committee members employees, and persons served by AMGA shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. Further, it is the policy of AMGA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

9.03 Transparency and

Accountability

AMGA practices and encourages transparency and accountability to its membership and to the general public.

(a) All AMGA Board meetings shall be open to the membership except by Board resolution to make any specific portion confidential.

(b) Board of Director meeting minutes once accepted by the Board shall be available to the

membership and public on request except where the Board passes a motion to make any

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specific portion
confidential.

(c) Some staff and operational records may not be made available to the general public and/or membership as may be determined confidential by the Board

of Directors

but shall be provided to authorized governmental agencies.

(d) Donor records shall be kept and shall be made available:

1) To AMGA's Board of Directors and/or to members specifically authorized by the

Board.

2) To person(s) making the donation or to their legal representative.

3) No donor records shall be made available to any other person outside AMGA except authorized governmental agencies unless authorized by the donor.

ARTICLE X BYLAWS

10.01 Bylaws

The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of AMGA by two-thirds affirmative vote of the current Board of Directors.

From time to time AMGA's Bylaws shall be reviewed by a Committee appointed by the Board of Directors. Notice of proposed changes to the Bylaws will be provided to each director at least 7 days before the meeting scheduled to consider the proposed changes. Notice of approved Bylaws changes will be provided to the organization's general membership

within 30 days of approval and copies shall be provided upon request.

10.02 Emergency Bylaws

The Board of Directors may adopt emergency Bylaws, subject to repeal or change by Board of Directors, temporarily suspending approved Bylaws, which shall be operative during any emergency in the conduct of business of the organization resulting from catastrophic phenomena or other natural disaster.

Article X is the final article of these bylaws.

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[Historical information page – not official part of 2017 Bylaws as amended November 13, 2017].

Bylaws [signed 10.13.2009] were revised by the Alaska Master Gardeners Anchorage, Inc. (formerly Alaska Master Gardeners Association Anchorage, Inc.) and the amendments adopted by a two-thirds majority affirmative resolution of the Board of Directors on April 8, 2013

Bylaws Signature Page:

original:

/s/ Nickel LaFleur

Nickel LaFleur, President

original:

/s/ Jill Shepherd

Jill Shepherd, Secretary

4-8-2013

Date

4-8-13

Date

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The Bylaws for the Alaska Master Gardeners Association Anchorage, Inc. approved

October 13, 2009 were replaced with Bylaws for the Alaska Master Gardeners Anchorage, Inc.

approved April 8, 2013.

Amendments to the Bylaws for the Alaska Master Gardeners Anchorage, Inc, dated April 8, 2013 have been approved by AMGA's Board of Directors NOV. 13, 2017

Harry Deuber

Harry Deuber, President

Sheila Toomey

Sheila Toomey, Secretary

Date NOV. 13 2017

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