

**2024 BYLAWS of the
LARAMIE COUNTY MASTER GARDENERS**

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ARTICLE I. NAME

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

ARTICLE II. OBJECTIVE

Section 1. 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 the federal tax code. *[Amended 01/16/08] [Amended 04/17/14] [Amended 09/19/2019]*

Section 2. No part of the net earnings of LCMG shall be distributed 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 Section 1 of the Objective clause herein. No substantial part of the activities for the organization shall be the carrying on of propoganda, 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 the 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] [Amended 09/19/2019]*

ARTICLE III. MEMBERSHIP

Section 1. Pursuant to W.S. §17-19-601 and 610, the categories of membership in LCMG are detailed in the following table: *[Amended 4/18/2024]*

Criteria and Privileges	Category of LCMG Member			
	Active	Associate*	Emeritus	Honorary
Completed coursework and passed exam to become a Master Gardener	Yes	Yes	Yes	N/A
Volunteer and continuing education requirements were met and reported during the last reporting year.	Yes	No	N/A	N/A
Name and membership category appear in LCMG Directory <i>[Amended 4/18/2024]</i>	Yes	Yes	Yes	Yes
Email address and phone number appear in LCMG Directory, unless individual requests otherwise.	Yes	Yes	No	No
May vote	Yes	No	No	No
May chair a committee	Yes	No	No	No
May serve on a committee	Yes	Yes	Yes	Yes
May hold office	Yes	No	No	No
Past Active Members who request Emeritus Status upon retirement from LCMG, and who want to continue to receive emails from LCMG. Emeritus Members should continue to report their hours earned.	N/A	N/A	Yes	N/A
Any person, group, or organization that supports the Master Gardener program in an exemplary manner and is approved by a majority vote to become an Honorary Member.	N/A	N/A	N/A	Yes

*The Associate Member category includes Interns. It also includes past Active Members who have not met and reported their hours in the past reporting year. *[Table Added 09/19/2019]*

Section 2. Any person meeting the conditions of Active Member as set forth in Article III Section 1 may propose an action (with its scope and cost for the action) to the Executive Board and may include a motion for advancement to the Active Membership for vote, provided that the proposal is submitted in writing to the President and /or Secretary at least 20 days prior to the membership meeting in which the vote is to occur (W.S. §17-19-705(e)(ii)). If the proposal includes a financial obligation, the proposal must include the items listed in Policies and Procedures 7. BUDGET PROCEDURES B. *[Added 9/20/18] [Amended 09/19/2019] [Amended 4/18/2024]*

Section 3. Any person meeting the conditions of Active Member as set forth in Article III Section 1 may appeal a decision of the Executive Board. *[Added 9/20/18] [Amended 09/19/2019]*

- A. If a proposed action is vetoed by the Executive Board, the action may be presented to the Active Membership for a vote pending the results of an Appeals Panel as outlined in Bylaws, Article III paragraph 3.B. If approved, the action will proceed as presented. Updates about how the action is proceeding will be presented by its proposer to the Executive Board every month following the Monthly Committee Report format listed in Policies and Procedures, paragraph 2. A.i.a..
- B. If an Active Member proposed an action to the Executive Board and the Board denies to advance or fund the action, the Active Member may choose to appeal that decision as follows:
 - a. Call for an immediate formation of an Appeals Panel consisting of three (3) members from the Active Membership, agreed upon by both the Executive Board and the project proposer.
 - b. The project proposer will present the action to the Appeals Panel and the Executive Board will present their reasons for denial.
 - c. The Appeals Panel will resolve the issue based on the Bylaws, Policies and Procedures, and reasonable process or, if it is not possible to resolve the issue, the Panel will refer it to the Active Membership for resolution. *[Amended 4/18/2024]*

Section 4. Pursuant to W.S. §17-19-601, a person consents to LCMG membership by completing and submitting a LCMG Membership Form. *[Added 4/18/2024]*

Section. 5. Pursuant to W.S. §17-19-620 and 621, a member may resign at any time with written notice from the member to an Executive Board officer. A membership may be terminated following an Executive Board majority vote based on behavior which reflects negatively on the LCMG or unauthorized financial commitment or endorsement on behalf of the LCMG. *[Added 4/18/2024]*

ARTICLE IV. OFFICERS

Section 1. The Executive Board shall consist of four officers in the positions of President, a Vice-President, a Secretary, and a Treasurer elected as provided in Article VII, Section 2. *[Amended 4/18/2024]*

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. Qualification for office shall be an Active Member of LCMG. *[Added 09/19/2019]*

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]*

Section 5. As adopted from W.S. §17-19-808 and 809, if LCMG needs to remove an officer or committee chairperson:

- A. Active Members may remove one or more officers elected by them without cause. An officer elected by Active Members may be removed by the Active Members only at a meeting called for the purpose of removing the officer(s) and the meeting notice shall state that the purpose, or one of the purposes of the meeting is removal of the officer(s). Active Members will vote either For or Against the officer(s)'s removal and the majority of votes for either side will determine the outcome;
- B. The Executive Board may remove an officer for failure to attend three (3) meetings of the Executive Board in a calendar year. The officer may be removed if a majority of the officers then in office vote for the removal; and / or
- C. An appointed chairperson may be removed without cause by the President, with approval from the Executive Board. The President removing the chairperson shall do so by giving written notice of the removal to the chairperson, with a copy to the Secretary. A Removal is effective unless the notice specifies a future effective date. *[New 4/18/2024]*

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, non-voting capacity. *[Amended 1/16/08] [Amended 09/19/2019]*

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 actions taken by the Active Membership; *[Amended 9/20/18] [Amended 09/19/2019]*
- 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 including but not limited to any project, donation request, contract, grant application, or other binding agreement, to assure that it is consistent with Article II – Objective of the LCMG Bylaws and that it is financially feasible. *[Added 9/20/18] [Amended 09/19/2019]*

- 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 the proposal is not financially feasible. *[Added 9/20/18] [Amended 09/19/2019]*
- b. If the proposal passes review, the Executive Board shall present the proposal to the Active Membership for its review and vote. *[Added 9/20/18] [Amended 09/19/2019]*
- c. Only a member of the Executive Board can commit the LCMG to a binding agreement, and may do so only after the proposal has been approved by the Executive Board and Active Membership. *[Added 9/20/18] [Amended 09/19/2019]*

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 ten (10) days' notice. *[Amended 1/16/08] [Amended 04/17/14] [Amended 09/19/2019]*

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

Section 5. The Executive Board cannot vote by email or electronic means. The Executive Board may vote during a Zoom (or similar) meeting or a conference call in which all participants can hear one another.

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 bank accounts for approved actions. *[Amended 9/20/18] [Amended 09/19/2019]*

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 bank accounts for approved actions. *[Amended 3/21/12] [Amended 9/20/18] [Amended 09/19/2019]*

Section 3. The Secretary shall:

- A. Keep all records of the membership and Executive Board meetings, pursuant to W.S. §17-19-1601; *[Amended 4/18/2024]*
- 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 the names and addresses of Executive Board members and Committee Chairpersons pursuant to W.S. §17-19-1601; *[Amended 4/18/2024]*
- 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 bank accounts for approved actions; and *[Amended 9/20/18]*
[Amended 09/19/2019]
- 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 bank accounts for approved actions; *[Amended 3/21/12]*
[Amended 9/20/18] *[Amended 09/19/2019]*
- E. Provide a written report to the President 6 days before each membership meeting for email dissemination to the membership, and a verbal report at all regular meetings and as otherwise requested; *[Amended 4/18/2024]*
- F. File annual Internal Revenue Service (IRS) tax forms by May 15 or as required by law; *[Amended 9/20/18]* *[Amended 09/19/2019]*
- G. Ensure that amendments to Bylaws are filed with the IRS as required. *[Added 4/18/ 2024]*
- H. File the Annual Report with the Wyoming Secretary of State by July 1 or as required by law; and *[Amended 9/20/18]* *[Amended 09/19/2019]*
- I. 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. Nominating process: *[Amended 4/18/2024]*

- A. In September, the President shall appoint a past President or other past officer as chairman of the Nominating Committee. The Chairman will find 2 more members to complete the committee. *[Amended 4/18/2024]*
- B. At the Annual Meeting, the committee shall nominate one (1) Active Member candidate for each elected office to be filled per ARTICLE VII Section 3. *[Amended 04/17/14]* *[Amended 09/19/2019]*
- C. Nominations may be made from the floor at the Annual Meeting.
- D. No Active 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]* *[Amended 09/19/2019]*

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 Active Members (including proxy votes) at the meeting shall be elected. *[Amended 1/16/08]* *[Amended 9/20/18]* *[Amended 09/19/2019]*

Section 3. The Active Membership shall elect on odd years a President and Secretary who will serve a term of two (2) years. The Active Membership shall elect on even years a Vice-President and Treasurer who will serve a term of two (2) years. *[Amended 5/10/06] [Amended 09/19/2019]*

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 Active Membership in LCMG as determined by the UW Laramie County Extension Office by November 1 of each year for the purpose of complying with Wyoming Statutes (W.S.) §17-19-720(b) for the next calendar year; and *[Added 9/20/18] [Amended 09/19/2019]*
 - 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. 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 Active Members for approval; and *[Added 9/20/18] [Amended 09/19/2019]*
- C. A description of any matter(s) which cause the meeting to be called if not a regularly scheduled meeting. *[Added 9/20/18]*
- D. See duties of the President in the Policies and Procedures.

Section 2. There shall be a minimum of six (6) meetings per calendar year. *[Amended 9/20/18]*

- A. Membership meetings shall be called by the Executive Board. *[Amended 9/20/18]*
- B. The Executive Board or Active Membership may, by vote, elect to hold one fewer membership meeting per year. *[Amended 9/20/18] [Amended 09/19/2019]*

Section 3. 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 4. The Executive Board or three (3) or more Active Members may call a special meeting. All Active Members must be given fair notice of any special meeting. *[Amended 9/20/18] [Amended 09/19/2019]*

Section 5. A quorum of the Active Membership shall consist of eleven (11) Active Members. *[Amended 04/17/14] [Amended 9/20/18] [Amended 09/19/2019]*

Section 6. If a time-sensitive issue arises, the Executive Board may call for an electronic vote of the Active Membership, without calling a meeting. The Executive Board must follow the steps in the Policies and Procedures. *[Added 9/20/18] [Amended 09/19/2019] [Amended 4/18/2024]*

Section 7. Pursuant to W.S. 17-19-722(d), unless at least one third (1/3) of the Active 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] [Amended 09/19/2019]*

Section 8. Pursuant to W.S. 17-19-720(b), a current list of Active 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] [Amended 09/19/2019]*

ARTICLE X. COMMITTEES

Section 1. The Standing Committees shall be: Financial Review, Bylaws, Programs, Public Relations, Education, and Project Development. *[Amended 2/17/10] [Amended 04/17/14] [Amended 11/17/16] [Amended 4/18/2024]*

- A. The Financial Review Committee shall: *[Amended 11/17/16]*
 - a. Consist of at least two (2) Active Members; *[Amended 3/21/12] [Amended 09/19/2019]*
 - b. Examine the LCMG records in accordance with the Policies and Procedures; 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) Active Members. The Extension Horticulturist shall serve as advisor; and *[Amended 3/21/12] [Amended 09/19/2019]*
 - b. Review Bylaws and Policies and Procedures 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] [Amended 09/19/2019]*
- 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 member events. *[Amended 3/21/12] [Amended 04/17/14] [Amended 4/18/2024]*
- D. The Public Relations Committee shall;
 - a. The Public Relations Committee manages and helps disseminate information about the LCMG and its events to the public through various media as requested by the Executive Board and member committees. Media shall include but not be limited to printed material, radio, TV, website and social media. *[Amended 4/18/2024]*

- 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 serving youth, and shall plan and implement youth education programs within the community. *[Amended 04/17/14] [Amended 9/20/18] [Amended 09/19/2019]*
 - b. The Adult Education Committee shall plan and implement educational programs within the community. *[Amended 3/21/12] [Amended 04/17/14]*
- F. The Project Development Committee shall:
 - a. Explore, solicit, evaluate and recommend to the Active Membership projects in Laramie County consistent with LCMG Objective (Bylaws, ARTICLE II)
 - b. Consider and recommend projects in concert with other organizations only when the other organization qualifies as exempt from Federal income tax under Section 501c3 of the Internal Revenue Tax Code or corresponding income tax code in accordance with Bylaws ARTICLE II Section 1. *[Added 4/18/2024]*

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

ARTICLE XI. MEMBER SCHOLARSHIPS *[Amended 4/18/2024]*

Section 1. In an effort to promote and further education in the area of horticulture, a scholarship or grant may be awarded by the Executive Board to financially assist an Active Member as detailed in the Policies and Procedures. *[Amended 2/17/10] [Amended 04/17/14] [Amended 09/19/2019]*

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 of the Active Members in attendance including proxies, provided that notice of such proposed amendment has been given to all Active Members no less than thirty (30) days prior to the meeting. *[Amended 1/16/08] [Amended 04/17/14] [Amended 09/19/2019]*

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 Active

- Membership, and *[Added 9/20/18] [Amended 09/19/2019]*
- D. Vote of the Active Membership with 30 days' notice. *[Added 9/20/18] [Amended 09/19/2019]*

ARTICLE XIV. AMENDMENT OF POLICIES AND PROCEDURES

The Policies and Procedures shall be amended by a two third's (2/3) vote of the Active Members in attendance including proxies at a membership meeting, provided that notice of such proposed amendment has been given to all Active Members no less than thirty (30) days prior to the meeting. *[Added 9/20/18] [Amended 09/19/2019]*

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 Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. None of the funds shall inure to the benefit of individual LCMG members. Any assets not assigned to The Friends of the Cheyenne Botanic Gardens shall be disposed of by the District Court of Laramie County, as the Court shall determine. *[Amended 2/28/06] [Amended 04/17/14] [Amended 4/18/2024]*

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
Amended 9/19/2019
Amended 4/18/2024

Editor's note.... § = Alt016