

**ARTICLES OF INCORPORATION  
OF THE MASTER GARDENER FOUNDATION OF WASHINGTON STATE  
Adopted on October 29, 2010  
Accepted by State of Washington Secretary of State on February 21, 2012**

*[Under RCW 24.03.025, Articles of incorporation; 1987 c 212 § 703; 1982 c 35 § 75; 1967 c 235 § 6.]*

**Name:** Master Gardener Foundation of Washington State (“the Foundation” or “MGFWS”).

**Location and Chief Place of Business:** State of Washington.

**Period of Duration:** Perpetual.

**ARTICLE I           MISSION AND PURPOSE**

Section 1. The Mission of the Foundation is to support the Washington State University Extension Master Gardener Program (WSU MGP) in its efforts to provide public education in gardening and environmental stewardship generated from research at WSU and other university systems through education, communication, and advocacy.

Section 2. The Purpose of the Foundation is to offer statewide volunteer-based unifying leadership to, and communication among, county and regional WSU MG programs, foundations and affiliates.

**ARTICLE II           MEMBERSHIP**

Membership in the Foundation shall be via partnerships with county Master Gardener organizations and affiliates as set forth in the Bylaws.

**ARTICLE III         BOARD OF DIRECTORS**

Section 1. The primary governing body of the Foundation shall be a Board of Directors (the Board). The Bylaws shall address rules of membership, election of members, operation and duties of the Board.

Section 2. The Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or any special purposes of the Foundation.

Section 3. The Board shall have the power and authority to serve in an advisory capacity to the WSU MGP.

Section 5. The Board shall have the power to sell or dispose of the whole or any part of the property, either real or personal, which the Foundation may own, and to acquire other property. The Board, by resolution entered in its minutes, may classify portions of the assets as held for investment, endowment, or annuity purposes. Where so classified, such assets may be disposed of at the discretion of the Board and in such manner as the Board deems in the best interest of the purposes for which the Foundation is formed.

Section 6. Board members shall be indemnified by the MGFWS for their conduct as Board members, except for acts or omissions that involve intentional misconduct or knowing violation of law by a Board member of any transaction from which the Board member will personally receive a benefit in money, property or services to which the Board member is not legally entitled.

Section 7. Board members will abide by the MGFWS Conflict of Interest Policy.

## ARTICLE IV OFFICERS

Section 1. Officers shall consist of President, Secretary, Treasurer and Regional Vice-Presidents, as specified in the Bylaws, which shall also set forth the methods of their election.

Section 2. Other Officers, agents, and employees may be appointed, their duties assigned, and their compensation fixed by the Board.

Section 3. Officers shall be indemnified by the Foundation for their conduct as Officers, except for acts or omissions that involve intentional misconduct or knowing violation of law by an Officer or any transaction from which the Officer will personally receive a benefit in money, property or services to which the Officer is not legally entitled.

Section 4. Officers will abide by the MGFWS Conflict of Interest Policy.

## ARTICLE V EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers of the Board, plus the WSU Extension Master Gardener Program Leader serving in an ex officio non-voting status. The responsibilities of the Executive Committee shall be as set forth in the Bylaws.

## ARTICLE VI COMMITTEES

The Board shall establish, maintain and revise such standing and special committees as it may consider necessary to conduct the business of the Foundation.

## ARTICLE VII ANNUAL MEETING OF MEMBERS

There shall be an annual meeting of general and voting members of the Foundation at a time and place established by the Board in accordance with the Bylaws.

## ARTICLE VIII FINANCES

Section 1. Funds may be solicited from the general public for the purposes of the Foundation as defined herein.

Section 2. A Planned Giving Program may be established and operated as an integral part of the activities of the Foundation. Its purpose shall be to stimulate and solicit gifts to the Washington State Master Gardener Foundation under wills, life insurance, state pledges, annuity contracts, transfer of property or trust funds, and such other and similar manners as the Board deems appropriate.

## ARTICLE IX CHANGES TO THE ARTICLES OF INCORPORATION AND/OR BYLAWS

Section 1. These Articles of Incorporation may be altered or amended by vote of a majority of the Board of Directors at any regular or special meeting of the Board.

Section 2. The Bylaws may be altered or amended by vote of a majority of the Board of Directors at any regular or special meeting of the Board. The Board shall review the Bylaws at least once every two years.

Section 3. If a provision of these Articles of Incorporation is found to be inconsistent with a Bylaw, the provision of the Articles of Incorporation shall be controlling.

ARTICLE XX        DISSOLUTION

If the Board votes to dissolve the Foundation, the assets of the corporation shall be distributed to the WSU Master Gardener Program, Pullman, Washington, or to such nonprofit scientific or educational horticultural organization as the Board may select, which organization shall qualify under the provision of Section 501(c)3 of the Internal Revenue Code.