

10/21/07

BYLAWS
Travis County
Master Gardeners
Association, Incorporated
(In Support of Texas Cooperative Extension)

ARTICLE I. NAME

The name of this organization shall be the Travis County Master Gardeners Association, Incorporated, hereinafter referred to as the "Corporation."

ARTICLE II. OBJECTIVE

Section 1. This Corporation shall be a non-profit association to support the Texas Cooperative Extension, the Texas A & M University System, formed exclusively for educational, scientific, literary, and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code. This organization will not be affiliated with any commercial enterprise.

Section 2. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Section 3. The objectives of the Corporation shall be:

- A. To provide advanced training, continuing education, and additional exposure in horticulture to its members.
- B. To support and assist the Texas Cooperative Extension by providing the community with information on good gardening practices.
- C. To assist in recruiting and selecting potential candidates, training and coordinating volunteer commitment obligations of "Master Gardeners-in-training." (hereafter referred to as "Trainee") To assist in volunteer coordination and re-certification of Master Gardeners. To maintain records of all Master Gardeners and Master Gardeners-in-training activities.

ARTICLE III. MEMBERSHIP

Section 1. Members of this Corporation shall be graduates of a Texas Master Gardeners Program, administered by the Texas Cooperative Extension, the Texas A & M University System and determined to be in good standing in any given year. Graduates of the Master Gardener Programs administered by Extension Services outside the State of Texas, may seek membership in the Travis County Master Gardeners Association, Incorporated, by submitting an application to the Membership Committee. The Membership Committee will determine if training received is equivalent to the Texas Program and take appropriate action.

Section 2. Requirements for membership shall be established by the Executive Committee subject to approval by the general membership.

Section 3. To maintain good standing, each member must have paid dues for the current year, meet at least the minimum re-certification requirements as stated in the Standing Rules and maintain the integrity of the organization.

Section 4. Dues for members of this organization shall be set by the Executive Committee subject to approval by the general membership.

ARTICLE IV. MEETINGS

Section 1. Meetings will be set by the Executive Committee.

Section 2. Special meetings may be called, if the need arises, at the discretion of the Executive Committee. Such special meetings shall be announced to members by phone or U. S. mail or email at least three days before the meeting date.

Section 3. An Annual Meeting of the General Membership shall be held within the first forty-five (45) days of the fiscal year.

ARTICLE V. FISCAL YEAR

The fiscal year of this corporation shall run from January 1 through December 31. **An annual audit of the financial records shall be prepared by a person who is not a member of the Executive Committee and a completed report submitted by this same person shall be turned over to the President and the Executive Committee within 90 days of the new fiscal year.**

ARTICLE VI. OFFICERS

Section 1: Officers of this Corporation (**members of the Executive Committee**) shall be as follows:

Voting Members:

President
 Vice President, Programs
 Vice President, Education
Volunteer Coordinator for Projects
Volunteer Coordinator for Trainees
 Secretary
 Treasurer
 State Council Delegates (2)
 Immediate Past President
 Director, Publications
 Director, Membership
 Manager, Greenhouse
 AAGC Representative

Non-Voting Members:

Travis County Extension Horticultural Agent
 Other Past Presidents
 Other members as indicated in the Standing Rules

Section 2. The nominating committee will be appointed at least five months in advance of the election of officers for the coming year. No member shall be nominated for candidacy without the prior express agreement by such member. The election of officers shall take place [by ballot] at the November meeting. There shall be no allowance for write-in voting or absentee voting. Each member shall be entitled to one (1) vote. A simple majority of votes of the members in good standing and in attendance will elect the officers.

- A. All duly qualified members, in good standing, may be nominated for any office.
- B. An officer may be elected to the same office for more than one (1) term, but no more than three (3) terms unless an extension is approved by majority of votes of members in good standing.

Section 3.

- A. An elected officer may be removed from office in the Corporation at the discretion of the Executive Committee if three consecutive Board meetings or regular monthly meetings are missed.
- B. The Executive Committee, by a two-thirds (2/3) majority of those present and voting, provided a quorum is present, may remove an officer from office.

Section 4. Each officer shall serve a term beginning January 1 and ending December 31 to coincide with the fiscal year.

ARTICLE VII. DUTIES OF OFFICERS

Following are the basic duties expected of each officer. Additional duties are to be found in the Standing Rules.

Section 1. The President shall:

- A. Preside at all meetings of the Corporation.
- B. Appoint a parliamentarian and the chairperson of each committee as needed.
- C. Be an ex-officio member of all committees except the Nominating Committee.
- D. Work with the Treasurer on the budget.
- E. Represent, or appoint a designee to represent, the Corporation in all additional relevant community functions and groups.

Section 2. The Vice President, Programs, shall:

- A. Preside at meetings in the absence of the President.
- B. Be chairperson of the Bylaws Committee.
- C. Develop, promote and implement monthly meeting programs.

Section 3. The Vice President, Education, shall:

- A. Be responsible for developing, promoting, and implementing continuing education programs to enable members to meet re-certification requirements.
- B. Plan and coordinate field trips and other special opportunities to enhance the skills of Master Gardeners.
- C. Ensure that all participants receive credit for continuing education programs upon completion.

- D. Be responsible for development, promotion, and implementation of education programs for the public.**

Section 4. ~~Vice President, The Volunteer Coordinator, Projects~~ Volunteer Coordination for the Certified Master Gardeners Program, shall:

- A. Be responsible for overall direction of volunteer functions of Certified Master Gardeners, subject to approval of the Executive Committee.
- B. Be chairperson of the Volunteer Committee for Certified Master Gardeners.
- C. Provide a summary update of volunteer events at Executive Committee meetings, general meetings, and in the Compost Bin. Recruit volunteers for committees and match certified Master Gardeners with appropriate projects and tasks.**

Section 5. ~~Vice President, The Coordinator, Training Class~~ Volunteer Coordination for Master Gardeners-in-training Program, shall:

- A. Be responsible for overall direction of volunteer opportunities for Master Gardeners-in-training, subject to approval of the Executive Committee.
- B. Be chairperson of the Volunteer Committee for the Master Gardeners-in-training program.
- C. Provide information about volunteer opportunities to Master Gardeners-in-training during class hours and email after end-of-class.
- D. Recommend Master Gardeners-in-training for certification.**
- E. Write checks and pay bills associated with Master Gardener class.**
- F. Reconcile checking account and submit report to board.**

Section 6. The Secretary shall:

- A. Record the minutes of each Executive Committee meeting.
- B. Forward an accurate copy of these same minutes to the executive committee prior to the next meeting date and publish highlights in the Compost Bin and on the web site.
- C. Take care of all necessary correspondence.

Section 7: The Treasurer shall:

- A. **Assist the president in preparing** ~~Prepare~~ an annual budget based on accepted general accounting procedures.
- B. Comply with general accounting and auditing procedures.
- C. Receive ~~all~~ dues and monies for the Corporation.
- D. Keep an exact account of all dues, other income, bank deposits, disbursements and other financial matters.
- E. Pay all bills according to the protocols stipulated in the Standing Rules.
- F. Make a monthly financial report to Executive Committee and publish quarterly (January, April, July, October) to the membership through the Compost Bin.
- G. Provide an Income and Expense Report to the President.**
Provide a monthly Income and Expense Report to the Executive Committee and an annual report at the end of the fiscal year.

Section 8. The two State Delegates shall:

- A. Serve staggered terms of two years apiece.
- B. Report to the Texas State Master Gardeners Association of local Corporation activities.
- C. Report to the local Corporation on activities on the State Association.

Section 9. The Director, Publications, shall:

- A. Be responsible for monthly publication of the Compost Bin.
- B. Be responsible for all publications of the Travis County Master Gardeners Association, including the Master Gardeners Association Handbook.
- C. Be responsible for all promotional activities of the organization.

Section 10. The Director, Membership, shall:

- A. Maintain the membership list electronically (name, addresses, email, and telephone number[s]) and update routinely.
- B. Maintain the records for volunteer activities and educational activities of each individual.
- ~~C. Recommend Master Gardeners in training for certification.~~
- D. Determine eligibility for members in good standing and re-certification.

Section 11. The Manager, Greenhouse, shall:

- A. Chair Greenhouse Committee and coordinate volunteer greenhouse activities.
- B. Be responsible for all facets of greenhouse work, ~~including proposed budgets.~~
- C. Purchase all supplies required to run the greenhouse.
- D. Provide training of volunteers working in the greenhouse.

Section 12. The AAGC Representative shall:

- A. Represent the Corporation at all meetings of the Austin Area Garden Council (AAGC).
- B. Report all relevant matters addressed by the AAGC back to the Corporation verbally and in the Compost Bin.

ARTICLE VIII. COMMITTEES

Section 1. All committee chairpersons shall be appointed by the President, except when stated differently in the duties of specific officers. With approval of the Executive Committee, the President may also cause all committees to be formed or dissolved. See the Standing Rules for a list of committees and their duties.

Section 2: Where appropriate, each committee chairperson shall submit to the Treasurer a proposed budget of the committee's activities for the coming year by a date established in the Standing Rules.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. The Executive Committee will consist of the officers listed above in Article VI, with the President serving as chairperson. A quorum will consist of at least half of the voting officers referenced in Article VI.

Section 2. A staff member of the Texas Cooperative Extension with horticultural duties shall serve as advisor to the Executive Committee.

Section 3. The Executive Committee shall meet as necessary on call of the President or two other members of the Executive Committee.

Section 4. In the event a vacancy occurs on the Executive Committee, such vacancy shall be filled for the remainder of the term by a person approved by a majority vote of the Executive Committee.

Section 5. Purposes and/or objectives are:

- A. Coordinate Association activities with the Extension Office.
- B. Provide overall direction for the Corporation.
- C. Review activities of committees and provide guidance.
- D. Review applications for Master Gardeners-in-training.
- E. Approve the budget and supplemental financial requests.
- F. Approve all Master Gardener Projects.**
- G. Review and take necessary action in the event a member has not complied with the requirements of membership.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order Revised shall govern the Corporation in all cases in which they are applicable and when not inconsistent with the Bylaws of the Corporation.

ARTICLE XI. MASTER GARDENERS ASSOCIATION HANDBOOK

The operational rules of the Association will be contained in the “Master Gardeners Association Handbook.” This handbook shall also contain the complete duties of each officer and committee chairperson. This handbook shall serve as a guide and shall be revised or expanded as needed, but in no case shall revisions or expansions be in conflict with the Bylaws. This handbook shall be maintained by the Director, Publications, and distributed to all members in good standing annually. A copy shall be kept at the Master Gardener Phone Desk **and available online.**

ARTICLE XII. VOTING

Section 1. A quorum shall consist of 15% of the members in good standing.

ARTICLE XIII. AMENDMENTS

Section 1. These Bylaws may be amended by two-thirds (2/3) of the membership in good standing present and voting, provided a quorum is present.

Section 2. Notice of all proposed amendments to the Bylaws must be presented in writing at a regular meeting and a copy mailed (**by** U.S. mail and/**or** email) not less than 10 days prior to the next regular meeting to the members not present. Proposed amendments will be voted on at the next regular meeting.

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Date approved by the Executive Board: _____ ; Date approved by membership: _____

President: _____

Chair, Bylaws Committee _____