

ALL PROPOSED CHANGES ARE HIGHLIGHTED IN YELLOW

PROPOSED SEVENTH AMENDED AND RESTATED BY-LAWS

**FOR
TEXAS MASTER GARDENER ASSOCIATION**

ARTICLE I – NAME

The name of the Corporation shall be the Texas Master Gardener Association, Inc., hereinafter referred to as the “Corporation”.

ARTICLE II – PURPOSE

The Corporation shall operate per the Internal Revenue Code of 1986, as amended, exclusively as a voluntary non-profit, educational, literary and charitable corporation in support of the Texas AgriLife Extension programs. Its objectives shall be:

- A. To support local Master Gardener Associations.
- B. To provide a centralized method for information exchange among the members.
- C. To organize and coordinate an Annual Texas Master Gardener Advanced Training Conference and Texas Master Gardener Association business meeting.
- D. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.
- E. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by organization 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).

ARTICLE III – AFFILIATION

SECTION 1. TEXAS AGRILIFE EXTENSION

The Corporation is directly affiliated with the Texas AgriLife Extension and its County Extension Services that provides initial and continuing training for members of the Corporation.

SECTION 2. COMMERCIAL ENTERPRISE

The Corporation will not be affiliated with any commercial enterprise.

ARTICLE IV – MEMBERSHIP

SECTION 1. TYPES OF MEMBERSHIP

Association – A County or group of Counties working together (hereinafter referred to as an Association) which has a recognized Master Gardener program as defined by Texas AgriLife Extension.

SECTION 2. MEMBERSHIP CRITERIA OF MEMBER ASSOCIATIONS AND INDIVIDUAL MEMBERS

Selection for membership shall be made without discrimination based on gender, color, race, religion, income, martial status, handicapped condition, disability, or national origin.

SECTION 3. IMPROPER INFLUENCE

No member shall use their position with the Corporation to further the manufacture, distribution, promotion or sale of any material, products or services, for personal or material gain.

SECTION 4. MEMBER IN GOOD STANDING

Members “in good standing” shall be those Associations that have paid their current annual dues in full for their membership and have completed the current chartering process. Members shall be certified each year with the minimum of six hours of advanced training and twelve hours of volunteer service.

ARTICLE V – MANAGEMENT OF THE CORPORATION

SECTION 1. BOARD OF DIRECTORS

- A. The affairs of the Corporation will be managed by a Board of Directors. The Board shall have supervision, control and direction of the affairs of the Corporation, shall determine its policies or changes within the limits of the law or these Bylaws, shall actively pursue its purpose and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- B. The Directors shall be elected by the members of their Associations. Each Association will elect two Directors and two alternates. Elected Directors must be certified Master Gardeners who are members in good standing of their Association. The newly elected Directors will take office at the next meeting of the Board following their election.

- C. The Board of Directors will meet at least annually. Additional meetings may be called by the President or on written request by twenty-five percent (25%) of the Board of Directors. All additional meetings will be announced in writing thirty (30) days prior to the meeting.
- D. A quorum of the Board of Directors shall consist of a simple majority of the membership of the Board of Directors present. A simple majority vote of those voting will decide all questions unless otherwise specified in these By-Laws.
- E. All directors will serve without compensation by the Corporation.

SECTION 2. EXECUTIVE COMMITTEE

- A. The Officers of the Corporation will be elected and will be: President, First Vice President, Second Vice President, Secretary and Treasurer. Officers will serve one-year terms and may be elected to a second term.
- B. An Executive Committee consisting of the elected Officers and the immediate Past President shall perform the day-to-day functions of the Corporation. The Committee chair will be the Association President.
- C. A staff member(s) of the Texas AgriLife Extension with horticultural duties shall serve as advisor(s) to the Executive Committee.
- D. Meeting of the Executive Committee of the Corporation will be called as necessary, but at least annually, to conduct the business of the Corporation.
- E. A quorum of the Executive Committee shall be a simple majority of the members present. All questions shall be decided by a simple majority vote of those voting unless otherwise specified in these By-Laws.
- F. In the event of a vacancy on the Executive Committee, a Director approved by a majority vote of the Executive Committee shall fill such vacancy for the remainder of the term.

ARTICLE VI – ANNUAL MEETING

SECTION 1. ANNUAL MEETING

The Corporation will hold an Annual Board of Directors Meeting in the Fourth Quarter of the calendar year.

SECTION 2. ANNUAL MEETING ATTENDANCE

Directors from all Associations should attend. Individual Association members are all welcome to attend the Annual Board of Directors meeting.

ARTICLE VII – ELECTIONS

SECTION 1. ELECTION OF OFFICERS

Officers of the Corporation will be elected at the Annual Board of Directors Meeting.

SECTION 2. QUALIFICATIONS OF CANDIDATES

All candidates nominated for an officer position must meet the qualifications set forth by the Nominating Committee and be a member of an Association that is a member “in good standing” of the Texas Master Gardener Association.

SECTION 3. SLATE OF CANDIDATES

A Nominating Committee shall present a list of candidates for election as officers. Candidates that meet qualifications may be nominated by a Director from the floor, with full approval of the nominee.

SECTION 4. TERM OF OFFICE

Newly elected Officers will assume the duties of their elected positions upon installation at the Fourth Quarter Board of Directors Meeting. Officers will serve a one-year term, and may be elected to a second term.

SECTION 5. REMOVAL OF AN OFFICER

The Directors shall have the authority to expel or suspend any Officer by a two-thirds (2/3) vote of the Directors voting at any duly called meeting. The notice for said meeting must specifically state that such action is to be considered.

ARTICLE VIII – OFFICERS DUTIES

The Officers of the Corporation and their duties shall be:

1. President
 - A. Preside at all meetings of the organization.
 - B. Appoint a Chair for each of the Standing and Special Committees.
 - C. Create and dissolve Committees as determined by the Executive Committee.
 - D. Be an ex-officio member of all committees except the Nominating Committee.
 - E. Work with the Treasurer on the budget.
2. First Vice President
 - A. Preside at meetings in the absence of the President.
 - B. Attend committee meetings at the President's request.
 - C. Strategic planning.
 - D. Chair of the By-Laws Committee.

3. Second Vice President
 - A. Assist the President.
 - B. Member of the Awards Committee.
 - C. Co-chair of the Outreach Committee.

4. Secretary
 - A. Take care of all necessary correspondence.
 - B. Record the minutes of the meetings.
 - C. Disseminate the minutes of the previous meeting.
 - D. Keep a record of attendance at meetings.
 - E. Maintain a current list of members' contact information including email, and establish procedures for dissemination of rosters and general information to the membership. The Officers of the Corporation shall approve these procedures.

5. Treasurer
 - A. Receive all dues and monies for the Corporation.
 - B. Keep an exact accounting of all income and expenditures and other financial matters.
 - C. Pay all bills upon receipt of a written statement and proof of purchase.
 - D. Make an annual report for presentation at the Annual Board of Directors meeting.
 - E. Present records for and obtain a financial audit annually.
 - F. Develop a budget to be approved by the Executive Committee.
 - G. Make a report available for review at any special meeting.
 - H. Arrange for presentation of appropriate tax documents.
 - I. The Treasurer shall establish procedure for receipt and disbursement of all funds, for establishment of accounts and any other matters consistent with sound financial management. The Officers of the Corporation shall approve these procedures.
 - J. Furnish a list of Associations "in good standing" to the Awards Committee, the Nominating Committee, and the TMGA Secretary.
 - K. Timely file IRS Form 990 annually.
 - L. Co-chair Tax Advisory Committee.

ARTICLE IX – COMMITTEES

SECTION 1. APPOINTMENT OF CHAIRS

The President will appoint all Committee Chairs.

SECTION 2. STANDING COMMITTEES

- A. Newsletter Committee
- B. Web Site Committee
- C. Nominating Committee
- D. Financial Review Committee
- E. Awards Committee

- F. Outreach Committee
- G. Tax Advisory Committee
- H. Annual Conference Coordinating Committee

SECTION 3. DUTIES

- A. Newsletter Committee will publish and distribute a monthly publication of current TMGA activities and events.
- B. Website Committee will establish and maintain a TMGA website.
- C. Nominating committee is responsible for establishing qualifications for officers, identifying qualified candidates, and nominating a slate to fill the elected officers' positions of the Corporation.
- D. Financial Review Committee is responsible for conducting a yearly review of the financial records of the Corporation and presenting a report of their findings to the Board of Directors.
- E. Awards Committee oversees the Corporation's entire awards program, including but not limited to, maintaining the Awards Handbook, coordinating submissions from counties, establishing a judging process, and presenting awards to the recipients.
- F. Outreach Committee is responsible for providing assistance to county associations through district representatives acting as liaison between the counties and other resources within AgriLife Extension.
- G. Tax Advisory Committee is responsible for providing assistance to the State and County associations regarding the 501(c), (3) group exemption.
- H. Annual Conference Coordinating Committee will work with the host county to select, establish, and/or maintain the following:
 - a. Agenda, Speakers, Budget and Corporate sponsorships.
 - b. Maintain a historical record of previous conference activities/events.A member of the previous host county who was directly involved with the conference should serve on this committee.

All Standing Committee Chairs will establish procedures for operation of their Committee. These procedures are subject to approval by the Executive Committee.

SECTION 4. SPECIAL COMMITTEES

Special Committees may be appointed by the President with approval of the Officers of the Corporation to address matters of special interest or concern to the Corporation.

ARTICLE X – FINANCE

SECTION 1. FISCAL YEAR

The fiscal year for the Corporation shall be from January 1 – December 31.

SECTION 2. DUES

The Board of Directors will review the budget at the Annual Board of Directors Meeting and shall establish the dues for the following year. Dues from the Association are due to the Treasurer by March 1.

ARTICLE XI – INDEMNIFICATION (THIS SECTION TO BE ELIMINATED)

SECTION 1. INDEMNIFICATION OF BOARD OF DIRECTORS

The Corporation shall indemnify its past and present Directors to the fullest extent permitted and in the manner provided by Article 1396-2.2A of the Texas Non-Profit Corporation Act and other applicable law, who was, is, or will be threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director in all instances, except if it is determined by a court of competent jurisdiction that the person did not (i) conduct himself/herself in good faith, (ii) reasonably believe that his/her conduct was not opposed to the Corporation's best interest and (iii) in the case of any criminal proceeding, have reasonable cause to believe his/her conduct was unlawful.

SECTION 2. INDEMNIFICATION OF OFFICERS/MEMBERS

The Corporation shall indemnify its past and present officers/members to the fullest extent permitted and in the manner provided by Article 1396-2.2A of the Texas Non-Profit Corporation Act and other applicable law, who was, is, or will be threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer/member in all instances, except it is determined by a court of competent jurisdiction that the person did not (i) conduct himself/herself in good faith, (ii) reasonably believe that his/her conduct was not opposed to the Corporations best interest, and (iii) in the case of any criminal proceeding, have reasonable cause to believe his/her conduct was unlawful.

ARTICLE XI – RULES OF ORDER

Roberts Rules of Order shall be the authority on all questions of parliamentary law not covered by the Articles of Incorporation and these By-Laws.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more tax exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such asset not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII – AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors.

Notice of all proposed amendments to the By-Laws must be presented in writing sixty (60) days prior to the meeting at which the vote is taken.

Revised and approved by TMGA Board of Directors **December 4, 2010**.