

**FREE STATE MASTER GARDENER ASSOCIATION of VAN ZANDT COUNTY**  
(In support of Texas A&M AgriLife Extension Service, The Texas A&M University System)

**BY-LAWS**

**Adopted November 10, 2016**

**ARTICLE I. Name**

The name of this Association shall be FREE STATE MASTER GARDENER ASSOCIATION of VAN ZANDT COUNTY.

**ARTICLE II. Objective**

This Association shall be organized as non-profit (Section 501(c)(3) under TMGA umbrella) of the Internal Revenue Code in support of the Texas A&M AgriLife Extension Service, Van Zandt County, Texas, as a program of Texas Master Gardeners to:

- A. Expand the capacity of Texas A&M AgriLife Extension by distributing horticultural information to individuals and groups in the community;
- B. Develop and enhance community programs related to horticulture. Depending on community needs, these may be (but not limited to) environmental improvement activities or horticultural therapy projects; and
- C. Increase horticulture knowledge of members – both certified and interns.

**ARTICLE III. Members**

Members in good standing of this organization shall be graduates of a Texas Master Gardener Program administered by the Texas A&M AgriLife Extension Service and up to date on the required education and volunteer service hours.

To maintain good standing, any dues for the current year must be paid. Recertification requirements will be consistent with those set forth by the Texas A&M AgriLife Extension Service for Master Gardeners (MG).

The governance of this Association is vested in the members. Members of this Association shall be:

- A. Voting members of this Association shall be Texas Master Gardeners certified by Texas A&M AgriLife Extension in Van Zandt County and Interns (associate members) that have completed their classroom training and are working toward completion of their community service hours and have paid their Association dues. Each member has one vote non-cumulative, for each motion presented for action. Proxy votes can be accepted at the discretion of the President and Master Gardener Coordinator.
- B. Associate members shall be participants of the current Master Gardener classroom training segment and have paid their Association dues.
- C. The Master Gardener Coordinator shall be the current Van Zandt County agent for the Texas A&M AgriLife Extension Horticulture.
- D. All members shall pay dues as set by the membership at a regular meeting. Failure to pay dues will result in termination of membership.
- E. Members must maintain their certification through recertification each year to retain membership in the association.

Members must consistently exhibit a positive and professional manner toward and about Texas A&M AgriLife Extension Service, the Master Gardener Program, the Master Gardener Coordinator and other Master Gardener volunteers and clients. They must act in accordance with the highest standard of ethics: not physically, verbally or sexually harass/abuse anyone. Members must refrain from illegal or unsafe behavior. They must dress appropriately and not use harsh language.

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

#### **ARTICLE IV. Officers**

All officers must be members in good standing (current in dues, regular participants in association meetings and projects and maintain their MG certification). Officers are elected at the annual meeting in November to serve a one year term beginning in January. Officers are elected by a majority vote when a quorum is present. An officer may be removed from office by a majority vote of the members present, provided there is a quorum at the meeting. If an officer is absent from three consecutive regular meetings without the Executive Committee excusing them for extenuating circumstances, the office will be open for the Executive Committee to name a replacement for the remainder of the year.

##### ***President:***

Designated to perform the functions of the principal executive officer. Duties shall include (but not be limited to):

- Prepare agenda and preside at all meetings;
- Establish committees, dissolve committees and appoint chairpersons;
- Serve as ex-officio member of all committees, except nominating committee;
- Assist Treasurer in working with Budget Development Committee to prepare and submit annual budget for members to adopt at the January meeting; and
- Prepare and file all reports required by the Secretary of State.

##### ***Vice Presidents:***

Duties shall be (but not limited to):

- Designated to assume duties of President in his/her absence or inability to serve; and
- Responsible for scheduling programs for monthly meetings and/or events under the direction of the Executive Committee.

##### ***Secretary:***

Duties shall be (but not limited to):

- Record minutes of monthly meetings and Executive Committee meetings;
- Distribute minutes of previous meetings before regular meetings;
- Prepare all official correspondence for Association and maintain appropriate files;
- Maintain attendance records;
- Keep record of all reports filed by President with the Texas Secretary of State; and
- Maintain record of current membership.

##### ***Treasurer:***

Duties shall be (but not limited to):

- Maintain bank account and reconcile monthly bank statement to the Treasurer's records;
- Receive all dues and monies for the association;
- Pay all approved bills;

- Prepare budget (with assistance of President and Budget Development Committee) to present to members at January meeting;
- Prepare and file all reports required by the Internal Revenue Service to maintain tax exempt status under Section 501(c)3;
- Maintain all financial records for Association; and
- Present monthly financial report to membership at all regular meetings.

**Executive Committee:**

The Executive Committee shall consist of the President, Vice President(s), Secretary and alternate Secretary and Treasurer. The immediate Past President shall serve as a non-voting advisory member. The Executive Committee shall assist in setting the agenda for regular meetings, make all decisions necessary between regular meetings, coordinate activities with Master Gardener Coordinator and oversee the activities of all committees.

**Terms of Office**

Election of new officers will be held at the November meeting. The one-year term of office shall begin on January 1 of the next year and run through December. An officer may serve in any office two (2) consecutive years as many times as he/she is elected as long as they vacate same office for one (1) year. Serving for any part of the year is considered a full year.

**ARTICLE V. Meetings**

- Meetings will typically be held monthly.
- 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 email at least three (3) days before the meeting date.
- A quorum shall consist of 51% of the voting members present. A motion passes by majority vote of those present unless specified otherwise in the ByLaws. Official business cannot be conducted without a quorum of voting members present. With a quorum present, a motion passes by majority vote of those present unless specified otherwise in the Bylaws.

**ARTICLE VI. Fiscal Year**

The fiscal year of this Association shall be the calendar year (Jan 1-Dec 31).

**ARTICLE VII. Committees**

Committees shall be appointed by the President-elect with the assistance of the outgoing President. Chairpersons of standing committees shall be announced at the January meeting.

Standing Committees shall be:

**Audit Committee:**

This committee is responsible for conducting an annual, or as needed, review of the financial records and presenting a report of their findings to the Executive Committee. The President-Elect shall appoint the members (two members who are not current officers or officer-elect).

**Nominating Committee:**

This committee is appointed by the President each year by the September meeting and shall have at least three members (who are not Executive Committee members). The committee is responsible for establishing qualifications for officers, identifying and contacting qualified candidates, and presenting a nomination slate at the October meeting each year. Officers elected at the November meeting will assume one-year terms in January of the following year.

Other committees shall be formed as needed as determined by the President and listed in the Standing Rules.

Community Service Projects:

An FSMG member is appointed each year by the President as the Community Service Project Coordinator to receive, review and evaluate requests for new projects. Any member or intern can submit a request, which after consideration, may be presented to the Executive Committee. Final approval is required by the Master Gardener Coordinator, after which the membership would vote to accept or reject the new project.

**ARTICLE VIII. Signing Authority and Disbursement Approval**

The President, Vice President and Treasurer are authorized signers on the bank account. Two signatures are required on each check. The Executive Committee (by majority vote) is approved to make disbursements that are either (a) in the approved annual budget or, (b) not in excess of \$200 for a previously approved project. All other disbursements require advance approval by the membership.

**ARTICLE IX. Amendments**

Amendments to the ByLaws (including amendments to the Standing Rules) may be presented at any meeting after notification to members with a quorum (51% of voting membership) present and be adopted with a 2/3 vote of voting members present.

Proxy votes can be accepted at the discretion of the President and Master Gardener Coordinator.

**ARTICLE X. Dissolution of Organization**

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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI. Parliamentary Authority**

ROBERT'S RULES OF ORDER REVISED shall govern the Association in all procedures unless inconsistent with the Bylaws of this association.

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