

**Aransas/San Patricio Master Gardener Association
Bylaws**

(In support of Texas A&M AgriLife Extension)

Revised 08/19/2014

Article I. Name The name of this organization shall be Aransas/San Patricio Master Gardener Association, hereinafter referred to as "the Association".

Article II. Association Description and Objectives

The Association is a non-profit and educational association of Texas A&M AgriLife Extension and Texas Master Gardener Association. The Association may accept donations and sponsorships from individuals and commercial enterprises.

The objectives are:

- a. to increase gardening knowledge of the Association and the public;
- b. to support and assist Texas A&M AgriLife Extension by providing the community and visitors with educational programs and information on good gardening practices.

The Extension Agent has final approval over all decisions of the Association.

Article III. Organization

Section 1. This association will consist of:

- a. Members
- b. Life Members
- c. Interns

Section 2. "Said organization is organized exclusively for charitable, religious, educational and scientific 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 federal tax code."

Section 3. Upon dissolution of Aransas/San Patricio Master Gardener Association, the Executive Committee shall, after settling all outstanding accounts, assign all remaining equipment and funds to Aransas County AgriLife Extension Office, a 501(c)(3) exempt organization, to be used for educational programming.

Article IV. Membership

Section 1. Membership and Life Members

Members of the Association will:

- a. be graduates of a Texas Master Gardener Program administered by Texas A&M AgriLife Extension, the Texas A&M University System, or authorized by the Association with a certificate of completion from a Master Gardener program elsewhere in the USA;
- b. have paid their dues for the current year;
- c. be certified each year to retain their title of "Master Gardener" by completing and reporting required hours of continuing education and volunteer work;
- d. meet requirements of a background check every 3 years;
- e. Life Members will be selected by the Board of Directors from nominations by the Life Members Special Assignments committee. They will be exempt from dues and recertification requirements and have the same rights as Members of the Association.

Section 2. Intern Membership and Initial Certification

- a. Non-voting membership will be extended to Interns in the Aransas/San Patricio Master Gardeners Training Program. They are eligible to attend all meetings except Executive Committee meetings.
- b. No dues will be required of Interns during their class year or the following year.
- c. They will be accepted into full membership upon completion of the Master Gardeners Training Program requirements.

Section 3. Code of Conduct -- Master Gardeners volunteer their time to educate and serve the community in accordance with the Policies and Procedures of the Texas A&M AgriLife Extension. Issues of concern regarding conduct should be directed to the Extension Agent.

Section 4. Lapsed Memberships and Reinstatement --If membership in the association lapses and it has been less than 3 years, the title of "Master Gardener" may be reinstated by meeting the dues and hours requirement. If the lapse has been 3 years or longer, auditing the Master Gardeners Training Program and meeting the dues/hours requirement are required.

Section 5. Control of Property--Materials donated to or purchased by the Master Gardener Association are not to be removed from Texas A&M AgriLife Extension for personal use. However, if the need for an item is past, it is required that the Association make it available for sale to the public and the membership. Texas A&M AgriLife Extension requires that the membership not be favored in these transactions.

Article V. Meetings

Section 1. The Master Gardener Association has an open meeting policy and all committee meetings must be announced in advance to all the membership. Members and Interns are encouraged to attend the General Meetings and any or all committee meetings with the exception of Executive Committee meetings.

Section 2. General Meetings will be held regularly, the time and agenda to be announced in advance to the membership.

Section 3. A quorum is the minimum number of members required to be present at a meeting so that business may be conducted. For a quorum at a General Meeting, the association requires a simple majority of Board members to be present (adjusted accordingly for unfilled positions) plus additional voting members, as stated in the Policies and Procedures, to be in attendance. Co-chairs on a committee count as one for quorum and voting.

Section 4. Any Association Member may attend any meeting with the exception of Executive Committee meetings. Members may vote on issues at any meeting with the exception of Board of Directors and Executive Committee meetings. Interns may not vote at any meeting but are welcome to attend.

Article VI. Fiscal Year

The fiscal year of the Association will run from January 1 to December 31 of each year.

Article VII. Officers

Section 1. Elected officers of the Association will be President, Vice President, Secretary and Treasurer.

Section 2. Officers will be elected by the membership by the end of October and will immediately begin preparations to assume their duties on January 1 of the following year.

Section 3. Officers will be elected for a one-year term and may be re-elected to the same office for successive terms.

Section 4. Any vacancies of an office occurring during the year may be filled for the remainder of the term in an election by the membership. The election will take place at the monthly General Meeting following the vacancy. Nomination of any candidates, additional to those presented by the Nominating Committee, can be made from the floor.

Section 5. An elected officer may be removed from office for more than two consecutive absences without excuse from Board meetings or from General Meetings. Removal would be by the Extension Agent.

Article VIII. Duties of Officers

Section 1. The President will preside at all meetings of the Association and be an ex-officio member of all committees. The President may not be the chair or co-chair of any committee, except the Executive Committee, and may not be a member of the Nominating or Audit Committees. Two additional members of the Executive Committee will be appointed by the President by January 1st to sign checks as a back-up to the Treasurer.

Section 2. The Vice President will preside at meetings in the absence of the President, and serve as chair of the Planning Committee. The Vice President will revise the Member Interest Survey as needed. All certified Master Gardeners should fill out a Member Interest Survey at the August General Meeting. The Vice president will serve as a member of the Education and the Scholarship/Grant Committees. The Vice President will move into the office of President the following year.

Section 3. The Secretary will record the minutes of each Board, General and Executive Committee Meeting, and forward them to the Extension office for filing and distribution. The minutes will include a record of attendance and any documents presented at the meetings (such as budget information.)

Section 4. The Treasurer will sign all checks written on the Association account, assuring that there is a check request and proof of purchase for each check written. The Treasurer will also present a monthly financial report to the membership at the General Meetings, oversee the budget, present financial records for audit as required, and provide guidance to the Association's fund raising activities. Two additional members of the Executive Committee will be appointed by the President by January 1st to sign checks as a back-up to the Treasurer. Alternate signers on the Association bank account will sign checks only if the Treasurer is unavailable for a week or more.

Article IX Executive Committee

Section 1. The Executive Committee will consist of the President, who will serve as chairperson, Vice President, Secretary, Treasurer, and the immediate past President.

Section 2. The Executive Committee may meet on call of the President or any three other members of the Executive Committee.

Section 3. The Executive Committee has authority to make decisions on matters requiring immediate attention. Such meetings are exempt from the prior announcement rule and are not open to the general membership.

Section 4. Texas Master Gardener Association (TMGA) Delegates: The Executive Committee will approve delegates to the TMGA.

Article X Board of Directors

Section 1. The Board will consist of the Executive Committee and the chairperson/co-chair of each Standing Committee. A quorum is the minimum number of members required to be present at a meeting so that business may be conducted. For a quorum, the association requires a simple majority of Board members, adjusted for unfilled positions, to be in attendance at a Board of Directors meeting.

Section 2.

- a. The Board of Directors will develop an annual budget and submit it to the membership at the January General Meeting for approval.
- b. The Board is responsible for the direction and operation of the Association, including approval of proposed non-budgeted and/or over-budgeted expenses prior to disbursement.

Section 3. The Extension Agent will serve as advisor to the Board.

Section 4. The Board will meet regularly for discussion of pertinent issues and development of the agenda for the General Meeting. This agenda will be made available to the membership prior to the General Meeting.

Article XI Committees and Special Assignments

The Standing Committee and Special Assignments chairpersons/co-chairs will be appointed by the President with the approval of the Board. Chairpersons/Co-Chairs must be members in good standing (Article IV, Section 1). Interns may serve on committees but not be chairpersons/co-chairs.

Section 1. Standing Committees – All committees must have at least a chairperson/co-chair.

- a. **Audit** – The committee will have at least one additional member who is not currently serving on the Board of Directors. The committee will audit the financial records, compliance documents, and tax-related procedures. Reports will be presented regularly to the membership at the General Meeting.
- b. **Communications** – The committee will encourage members to submit articles for publication. All communication to the membership and externally to the community including media will be directed through the Texas A&M AgriLife Extension Office.
- c. **Education** – The committee will consist of a chairperson/co-chair, the Vice President, and at least two additional members. The committee will direct educational programs that benefit the community.
- d. **Fund Raising** – The committee will oversee the spring and fall plant sales. In addition, the committee may organize various fund-raising functions throughout the fiscal year, under the direction of the Board.
- e. **Landscape** – The committee will provide oversight for the planning and implementation of all facets of the Coastal Oaks Demonstration Garden.
- f. **Member Relations** – The committee will serve as liaison between the Association and its members and interns.
- g. **Propagation** – The committee is responsible for greenhouse operations and for generating plants used in plant sales and landscaping.
- h. **Planning** – The Vice President will serve as chairperson. The committee will meet as needed. The committee will be responsible for revisions to the Bylaws, Policy and Procedures, and the long term plan. This committee does not count in determining a quorum for any meeting.

Section 2. Special Assignments -- Special assignments committees, chairpersons/co-chairs, coordinators and/or leaders will be appointed and approved by the Board as needed.

Article XII Elections

Section 1. The Nominating Committee will be approved by the membership by the end of August and consist of a chairperson/co-chair and two additional members who are not currently serving on the Executive Committee. The Nominating Committee will provide a list of at least one candidate for each office to the membership by the end of September.

Additional nominations will be accepted from voting Association Members up to the time of the election. Prior consent of nominees will be required. All nominees for office must be members in good standing.

In the event of the committee being unable to attain volunteers, the Aransas/San Patricio Master Gardener organization may be at risk of dissolution. Minimum officers required are President and Treasurer.

Section 2. Election of officers by the voting Association Members will occur by the end of October.

Section 3. The Chair of the Nominating Committee will conduct the election.

Section 4. Officers will be elected by a majority vote. Each office will be voted on separately. Voting by acclamation is acceptable if there is only one candidate for an office. If there is more than one candidate for an office, paper ballots will be used. The Nominating Committee will tabulate the votes.

Article XIII Parliamentary Authority

The rules contained in *Robert's Rules of Order, Revised* will govern the Association in all cases in which they are applicable and consistent with the bylaws of this Association. The Immediate past President will be Parliamentarian or one will be appointed by the Executive Committee.

Article XIV Amendments

Section 1. All proposed amendments to these Bylaws will be presented to the Board of Directors. If passed, they will be presented to the membership for a vote. A simple majority vote of the membership present at the General Meeting will amend these documents. All documents subject to approval by voting will be presented and/or made available to the respective groups at least one week prior to the vote. This will be by email and availability at the office.

Section 2. All proposed amendments to the Policies and Procedures will be consistent with the current approved version of the Bylaws and need only approval of the Board of Directors to be in effect.

President Linda Frank _____

Date 9/16/2014 _____

Vice President n/a _____

Date _____