

**BYLAWS**  
**Henderson County Master Gardener Association**  
March, 2015

**Article I. Organization**

**Section 1.** The name of the organization shall be the Henderson County Master Gardener Association, hereinafter referred to as "HCMGA."

**Section 2.** The HCMGA is organized exclusively for educational, charitable 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.** The HCMGA will not be affiliated with any commercial enterprise.

**Article II. Objectives**

- Support and assist Texas AgriLife Extension Service, the Texas A&M University System, hereinafter referred to as the "Extension Service," by providing horticultural information through on-going or ad hoc projects, news articles, presentations, clinics, telephone contacts, or by other appropriate means to enhance community awareness and education of the horticultural sciences and good gardening practices.
- Assist HCMGA members in maintaining certification as Texas Master Gardeners and increasing knowledge of horticulture through advanced training, continuing education and other activities that enable members to better aid and assist the public in understanding recommended gardening practices.
- Assist in recruiting potential Master Gardener candidates and assist Master Gardener Interns in fulfilling their volunteer commitment for certification.

**Article III. Membership**

**Section 1. Certified Master Gardeners**

These individuals have completed the Texas Master Gardeners Program, administered by the Extension Service and have Master Gardener certification. Transferees must have submitted their credentials to the Extension Service Agent for approval and, at the Agent's discretion, may have been required to complete the Training Course locally.

### **(Section 1. Cont'd)**

To attain recertification each fiscal year, these individuals have in the prior year:

- met the minimum requirements for voluntary community service and continuing education as established by the HCMGA, consistent with Texas Master Gardeners Association (TMGA) guidelines. Documentation of completion of recertification requirements shall have been submitted to the Membership Committee.
- paid dues on or before the third general membership meeting.
- passed the Youth Protection Standards background check prior to initial certification and every third year thereafter.
- attended at least five general membership meetings.

Upon certification/recertification, the Master Gardeners attain voting status. Failure to pay dues on time shall result in the individual being moved to Associate Member status, effective April 1 of that year; failure to complete other requirements by the deadlines set forth in these Bylaws shall result in the individual being moved to Associate Member status, effective January 1 of the following year.

### **Section 2. Associate Members**

These individuals are welcome to attend HCMGA's monthly general membership meetings but are not eligible to vote or hold office; they are excused from paying dues. They are encouraged to complete requirements necessary to obtain certification or recertification. Associate Members are:

- Master Gardener Trainees who are currently enrolled in the Master Gardener Training Course.
- Master Gardener Interns who have completed the Master Gardener Training Course and are in the process of completing the required volunteer service hours.
- Former Master Gardeners who, in a prior year, failed to meet all HCMGA requirements described in Section 1 above.
- Master Gardeners on leave of absence who are unable to fully participate due to retirement from HCMGA, illness or personal reasons.

### **Section 3. Reinstatement of Membership**

Individuals who were previously unable to complete certification or recertification requirements established by the HCMGA may be reinstated under the following guidelines:

A. Certified Master Gardener status may be restored during a period of up to two years beginning from the date that the member was moved to Associate Member status. The Executive Board and the Extension Service Agent may together grant a longer extension in extraordinary circumstances. The restored status will follow a period during which the individual shall have:

- paid a reinstatement fee equal to the current year's dues.
- completed the current year's minimum recertification hours for volunteer service and continuing education. Documentation of completion must be submitted on or before December 31 to be eligible for reinstatement to full voting membership beginning in January of the following year.

B. Master Gardener Interns may, for cause, be granted extra time by the Executive Board to complete HCMGA certification requirements for a period of up to one additional year. The Executive Board and the Extension Service Agent may together grant a longer extension in extraordinary circumstances.

## Article IV. Meetings

**Section 1.** General membership meetings shall be held monthly on the date set by the Executive Board.

**Section 2.** The Executive Board may call special general membership meetings upon notice to the HCMGA membership. Notice shall be given by telephone, email, or mail at least five (5) days prior to date of the special general membership meeting.

**Section 3.** Before any business can be conducted at a general membership meeting, the President must determine that a quorum is present. Attendance of at least one-third (1/3) of the HCMGA members with voting status shall constitute a quorum.

## Article V. Fiscal Year

The HCMGA fiscal year shall run from January 1 through December 31 of each year.

## Article VI. Officers

**Section 1.** HCMGA elected officers shall be as follows:

- President
- Vice President, Programs and Administration
- Vice President, Member and Community Education
- Secretary
- Treasurer
- Historian

**Section 2.** The term of office shall be one year. No person may hold the same elected office for more than two consecutive terms, whether by election or by appointment. For purposes of determining eligibility for service in any given office, a person shall be deemed to have served a full year in the office if he or she has performed the duties of said office for six or more months during the fiscal year.

**Section 3.** Vacancies in offices shall be filled by appointment of the Nominating Committee, except where otherwise specifically set forth in these Bylaws. The appointed HCMGA officer must be qualified to hold office as set forth in Article X of these Bylaws and must consent to filling the remaining term of office.

## Article VII. Duties of Officers

### Section 1. The President shall:

- preside at general membership meetings.
- preside at Executive Board meetings.
- appoint a Parliamentarian.
- prepare/distribute general membership meeting agendas five days before meeting date.
- propose an annual budget in cooperation with the Executive Board, to be presented at the January general membership meeting for vote at the February general membership meeting. With a quorum present, a majority vote shall be required to approve the budget.
- co-sign checks.
- appoint committee chairpersons as needed to carry out the purposes and objectives of the HCMGA.
- be an ex-officio member of all committees, except the Nominating Committee.
- attend semi-annual audits to provide requested information.

### Section 2. The Vice President, Programs and Administration shall:

- assume the responsibilities of the President in his/her absence.
- plan and arrange programs for general membership meetings, including scheduling educational speakers for those meetings and special events such as field trips, parties, banquets or awards ceremonies.
- be responsible for reserving the general membership meeting room and ordering necessary setup.
- be responsible for maintaining the Bylaws and convening a committee to review and make recommendations as necessary.
- co-sign checks if either the Treasurer or President is unavailable to do so.

### Section 3. The Vice President, Member and Community Education shall:

- co-ordinate the development, implementation and promotion of all educational programs and events other than for the general membership meetings. Past programs/events have included the Spring Conference, Veggie Conference, booth events, and the summer workshop series.

### Section 4. The Secretary shall:

- record minutes of general membership meetings and distribute copies to HCMGA members before the next general membership meeting.
- record minutes of Executive Board meetings and distribute copies to members of the Executive Board.
- take care of necessary correspondence.

**(Section 4. Cont'd)**

- by end of month in which meetings were held or reports provided, file the following documents in the HCMGA office:
  - General membership meeting agendas
  - General membership meeting minutes
  - Monthly Treasurer's reports
  - Executive Board meeting agendas
  - Executive Board meeting minutes (excluding executive sessions)
  - Audited Treasurer's reports
  - Audit reports

**Section 5.** The Treasurer shall:

- receive all dues and monies for HCMGA.
- keep an exact account of all dues, other income, bank deposits, disbursements and other financial matters.
- pay all bills upon receipt of a written statement and proof of purchase, with required co-signature.
- prepare and submit necessary and appropriate tax documents.
- advise the Executive Board in preparation of an annual budget.
- meet with the Audit Committee at its semi-annual audit sessions and present financial records.
- provide a monthly financial report to the membership.

**Section 6.** The Historian shall:

- maintain historical records to be kept in the HCMGA office, which contain a narrative and pictorial description of each year's HCMGA activities that affect on-going operations of the organization. These files should include supporting documentation for the functions and major accomplishments of the organization such as meetings, community and membership education, fund raisers, honors / awards and ongoing projects along with member information and other worthy subjects. The files may include:
  - member-produced documents, including those filed by the Secretary, "The Inside Dirt", etc.
  - print media articles, from "Fly The Flag Texas", newspapers, etc.
  - meeting programs
  - photographs
  - annual membership directories
- maintain a file of the current year's ongoing history to be available for review upon request by members at the general membership meetings.
- support the other HCMGA officers in the preparation of included documents as necessary.

## **Article VIII. Executive Board**

**Section 1.** The Executive Board consists of the elected officers of the HCMGA, the most immediate active past President and the Parliamentarian. Non-elected members shall serve in an advisory (non-voting) capacity.

**Section 2.** The Extension Service Agent shall serve as advisor to the Executive Board.

**Section 3.** Attendance of at least two-thirds (2/3) of the voting members of the Executive Board shall constitute a quorum for any Executive Board meeting.

**Section 4.** The Executive Board shall have general supervision of the affairs of the HCMGA and shall meet as needed between general membership meetings. The Executive Board shall maintain the HCMGA Policies and Procedures Manual, with authority to revise, update and expand the operational guidelines as necessary to ensure the effective and efficient operation of the organization. In no case may the HCMGA Policies and Procedures conflict with these Bylaws.

**Section 5.** The Executive Board may recommend a change in the dues for HCMGA membership. A majority vote at a general membership meeting, with a quorum present, shall be required to enact the recommended change.

**Section 6.** The Executive Board shall appoint a Nominating Committee each year.

**Section 7.** For the direct benefit of the HCMGA, the Executive Board shall have the authority to approve individual urgent expenditures not to exceed \$300.

## **Article IX. Committees**

**Section 1.** The President shall appoint the chairpersons of each standing and ad hoc committee (except Nominating and Bylaws committees). The standing committee chairpersons shall be announced at the January general membership meeting. Ad hoc committee(s) may be formed during a general membership meeting or on other occasions as deemed appropriate by the President.

The Nominating Committee, appointed by the Executive Board, shall be announced at the January general membership meeting. The Nominating Committee shall consist of a Chairperson and two other HCMGA members who are not currently serving on the Executive Board.

The Vice President, Programs and Administration shall appoint the Bylaws Committee and serve as chairperson.

**(Section 1. Cont'd)**

HCMGA Certified Master Gardeners and Master Gardener Interns are eligible to serve as committee members, and time spent on committee activities apply toward required volunteer service hours. The President shall be an ex officio member of all committees except the Nominating Committee. The duties of each committee shall be established by the Executive Board and set forth in the HCMGA Policies and Procedures Manual.

**Section 2.** HCMGA standing committees are:

- Audit
- Communications
- Membership
- Nominating
- Volunteer Coordination

**Section 3.** HCMGA ad hoc committees are those created by the Executive Board for either a specifically-designated purpose or a limited-time function as deemed necessary to carry on the work of the HCMGA.

**Section 4.** Committee appointments automatically expire at the end of the fiscal year. Committee chairperson designations shall be limited to no more than three consecutive terms.

## **Article X. Elections**

**Section 1.** Elections of officers will be conducted annually by secret ballot during the November general membership meeting.

**Section 2.** At the October general membership meeting, the Nominating Committee shall present a slate of nominees for elected positions. Qualified nominees must be currently Certified Master Gardeners or Master Gardener Interns who will have completed all requirements necessary for certification prior to assuming office. Prior to nomination, candidates for office shall be informed of the responsibilities of office and shall have consented to serve, if elected.

**Section 3.** Nominations of qualified nominees (per Section 2) from the floor may be made at the October and November general membership meetings.

**Section 4.** The President shall prepare a secret ballot for the election to be held during the November general membership meeting. The ballot shall show the names of the slate of officers presented by the Nominating Committee and any other candidates nominated at the October general membership meeting. The ballot shall also have space for additional nominations from the floor and/or for write-in candidates.

**(Article X. Cont'd)**

**Section 5.** An ad hoc Tellers Committee, consisting of three (3) members, will be appointed by the President at the November general membership meeting to distribute ballots to HCMGA voting members. Members of this committee cannot be on the ballot or on the Nominating Committee. The current Secretary will be the Chairperson of this committee, if eligible. If that person is not eligible, the committee shall select a Chairperson when they convene.

**Section 6.** The Tellers Committee shall collect and count the ballots at the November general membership meeting. A simple majority of voting members will elect officers. There is no allowance for absentee or proxy voting. The Chairperson of the Tellers Committee will announce the election results at that meeting.

**Section 7.** Officers shall be installed in December and assume their duties upon installation.

## **Article XI. Parliamentary Authority**

**Section 1.** The latest edition of Robert's Rules of Order shall be the authority on all questions of parliamentary procedures not covered by the HCMGA Bylaws.

**Section 2.** The President shall appoint a Parliamentarian who shall become familiar with Robert's Rules of Order and these Bylaws to rule upon their interpretation and to advise the President as needed.

## **Article XII. Amendments of Bylaws**

**Section 1.** Amendments to these Bylaws may be approved by a two-thirds (2/3) majority vote of the HCMGA voting members in attendance at a general membership meeting, with a quorum present.

**Section 2.** Notice of proposed amendments to, or a rewrite of, these Bylaws must be presented to HCMGA voting members in writing at a general membership meeting and mailed or emailed to absent HCMGA voting members within seven days of that meeting date.

**Section 3.** Proposed Bylaw changes will be voted on at the next general membership meeting following notice.

## **Article XIII. Dissolution**

Upon the dissolution of the organization, assets shall be distributed to the Henderson County Texas Agrilife Extension Service which is a 501 (c) (3) exempt organization. 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.