

BYLAWS

LITTLE RIVER BASIN MASTER GARDENER ASSOCIATION (MILAM COUNTY)

ARTICLE I -- Name, Purpose, and Affiliation

Section 1	The name shall be the Little River Basin Master Gardener Association (Milam County), <u>hereinafter referred to as the "Association."</u>
Section 2	This Association shall be a non-profit, educational, literary, and charitable association. The Association shall not be affiliated with any <u>for profit</u> enterprises. Its objectives shall be: <ul style="list-style-type: none">- To increase knowledge of gardening to its members and the general public.- To support and assist Texas AgriLife Extension Service, a 501(c) (3) organization, through the Milam County AgriLife Extension Service by providing the community with information on good gardening practices.- To assist Master Gardeners and Master Gardener Students and Interns in training and in fulfilling their volunteer commitment.
Section 3	This Association is organized exclusively for charitable, 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. <u>No part of the net earnings or services of the Association shall be used to the benefit of or be distributed to its directors, officers, or members except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 2 above.</u>

ARTICLE II -- Membership

Section 1	Members of this Association shall be Texas Master Gardeners, certified by Texas AgriLife Extension Service and the Texas A&M University System, who annually complete continuing education hours, minimum meeting attendance, volunteer hours, and pay dues for the current year as per guidelines published in the Little River Basin Master Gardener Association Policies and Procedures Manual, hereinafter referred to as "Procedures Manual."
Section 2	No member shall use his or her position with the Association to further the manufacture, distribution, promotion, or sale of any material, product, or service for personal use or material gain.
Section 3	Selection for membership shall be made without regard to race, color, sex, religion, national origin, disability, age, genetic information, veteran status, sexual orientation, or gender identity.
Section 4	Any change in annual dues or certification requirements above the minimum requirements as established by Texas AgriLife Extension Service must be approved by the voting membership. Notice of any such change must be presented at one (1) general meeting and a copy distributed to members not present. Proposed changes will be voted on at the next general meeting.
Section 5	Nonvoting membership shall be extended to students, inactive members, and additional categories of members as outlined in the Little River Basin Master Gardener Association Policies and Procedures Manual. Dues will be required of these members.
Section 6	Criminal background checks will be required upon application for Master Gardener training and every third year thereafter or as necessary to comply with the minimum standards as established by the state and/or county program requirements and guidelines.

ARTICLE III -- Meetings

Section 1	General membership meetings will be held monthly, unless otherwise determined by the Board of Directors.
Section 2	Special meetings may be called if the need arises at the discretion of the Board of Directors. Such special meetings shall be announced to members at least three (3) days before the meeting date.

ARTICLE IV -- Fiscal Year

	The fiscal year of this Association shall run from January 1 to December 31 of each year.
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ARTICLE V -- Board of Directors

Section 1	The affairs of the Association shall be managed by a Board of Directors, which shall consist of the President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Historian, Board Member-at-Large, and Immediate Past President. These officers are the voting members of the Board of Directors.
Section 2	The Milam County Texas AgriLife Extension Service Agent shall serve as a non-voting advisor to the Board of Directors.
Section 3	The Board of Directors shall meet monthly or as necessary.
Section 4	A quorum shall consist of five (5) voting members of the Board of Directors.
Section 5	The Nominating Committee shall present a slate of officers to the Board and the membership at the October meetings. Additional nominations may be made from the floor provided prior consent has been obtained from the nominees. Election of officers shall be held at the November general meeting. All nominees for office must be certified Texas Master Gardener members.
Section 6	All officers are elected for a term of one year by the majority of voting members present at the meeting.
Section 7	In the event any officer shall resign from office, the Board of Directors may appoint any certified member to complete the term of office.
Section 8	Officers shall be installed at the December meeting and assume their duties January 1 of the next year.
Section 9	The Board of Directors may appoint one (1) alternate Board member who would be able to attend all board meetings, and in the absence of any Board member, be allowed full voting privileges.

ARTICLE VI -- Officer Duties

Section 1	The President shall preside at all meetings of the Board of Directors and general membership meetings, and shall be responsible for the general management of the affairs of the Association. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint Chairs of Committees except as provided for in these Bylaws.
Section 2	The First Vice-President shall assist the President in the performance of his or her duties. The First Vice-President shall be responsible for the coordination and scheduling of programs.
Section 3	The Second Vice-President shall assist the President and the First Vice-President with their duties, as well as providing oversight and tracking of volunteer and continuing education hours.
Section 4	The Recording Secretary shall be responsible for keeping the minutes of the meetings of the

	Board of Directors and general membership meetings.
Section 5	The Corresponding Secretary shall be responsible for maintaining all necessary communications.
Section 6	The Treasurer shall be responsible for the custody of all funds and securities of the Association. It shall be the duty of the Treasurer to: present a monthly financial statement to be filed for audit; prepare and submit a yearly budget to the Board of Directors and the membership for approval.
Section 7	The Historian shall record and maintain a historical record of the Association.
Section 8	The Member-at-Large shall perform duties as assigned by the President.
Section 9	The Immediate Past President shall serve as an advisor to the Board. The Past President shall be responsible for the coordination of the Bylaws and Procedures Committee. This position is not elected.
Section 10	Duties of officers are detailed in the Procedures Manual.

ARTICLE VII -- Committees

Section 1	The Board of Directors may authorize committees, both standing and special purpose, as deemed necessary and beneficial to the Association.
Section 2	The committee chairs shall be appointed by the President and announced at the January meeting. Committee chairs shall be certified Texas Master Gardener members.
Section 3	The members of each committee shall be appointed as needed according to the Procedures Manual.
Section 4	The Audit Committee members shall be appointed by the committee chairperson and approved by the Board of Directors. The committee shall consist of a chairperson, President, and a minimum of two certified Texas Master Gardener members not currently serving on the Board of Directors.
Section 5	The Nominating Committee members shall be appointed by the committee chairperson and approved by the Board of Directors. The committee shall consist of a chairperson and two certified Texas Master Gardener members not currently serving on the Board of Directors.

ARTICLE VIII -- Policies and Procedures Manual

Section 1	The Little River Basin Master Gardener Association Policies and Procedures Manual (Procedure Manual) shall serve as the Association's Operating Handbook. This Procedures Manual is intended to define and document Association policies, management guidelines, and operating procedures. If ever there is any conflict with the existing Association Bylaws, then the Association Bylaws shall prevail.
Section 2	Changes or amendments to the Procedures Manual may be made following the procedures listed in the Manual.

ARTICLE IX -- Parliamentary Authority and Amendments

Section 1	Robert's Rules of Order, Newly Revised, shall be the authority on all questions of parliamentary law not covered by these Bylaws.
Section 2	These Bylaws may be amended by a two-thirds vote of the voting members present.
Section 3	Notice of all proposed amendments to the Bylaws must be presented at one (1) general meeting and a copy distributed to members not present. Proposed amendments will be voted on at the next general meeting.

ARTICLE X -- Termination of the Association

The Board of Directors will decide on dissolution of the Association. Upon the dissolution of the Association, assets shall be distributed for one or more 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. Such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association 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.

Accepted by the Board of Directors on February 14, 2018.

Distributed to the Membership on January 31, 2018.

Accepted by the Membership on February 21, 2018.

Change 1 approved by the membership on January 15, 2021.

(Changed to delete requirement for secret ballots for officer voting and when nominations from the floor can be made.)