

BY-LAWS FOR THE
WICHITA MASTER GARDENER ASSOCIATION

ARTICLE I – NAME

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

ARTICLE II – PURPOSE

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

1. To support local Master Gardener activities.
2. To support a centralized method for information exchange among the members.
3. To organize Wichita Master Gardener Advanced Training Seminars and Wichita Master Gardener Association business meetings.
4. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
5. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or 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 Association is closely affiliated with the Texas AgriLife Extension and County Extension Services that provided initial and continuing training for members of the Association.

SECTION 2. COMMERCIAL ENTERPRISE

The Association will not be affiliated with any commercial enterprise.

ARTICLE IV – MEMBERSHIP

SECTION 1. MEMBERS

Any person may be admitted to membership in the Association by the Executive Board or a committee designated by the Executive Board to handle such matters. The Executive Board or a

Board-designated committee may adopt and amend application procedures and qualifications for membership in the Association but all persons admitted to membership must be members of the Texas Master Gardeners Association.

SECTION 2. MEMBERSHIP CRITERIA

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

SECTION 3. IMPROPER INFULENCE

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

SECTION 4. MEMBER IN GOOD STANDING

Members will be held in good standing for the year if 1) they fulfill and report the requisite volunteer and CEU hours by the deadline set by the Executive Board and County Extension Agent (as of June 2013, the deadline to turn in volunteer and CEU hours is the 31st of December) and 2) annual dues are paid in January (as of 2013, annual dues are \$15). If a member is unable to meet a deadline for any reason, then he or she must request an extension from the Executive Board by which to meet the requirements. The request and/or discussion for an extension must happen prior to the deadline in order to qualify for recertification. Circumstances mitigating completion of requisite volunteer and CEU hours and/or payment of dues are at the discretion of the Executive Board and County Extension Agent.

SECTION 5. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote of the members.

SECTION 6. SANCTIONING, SUSPENDING, OR TERMINATING MEMBERS

The Executive Board, along with the County Extension Agent, may impose reasonable sanctions on a member, or suspend or expel a member from the Association, for good cause after a hearing.

SECTION 7. WAIVING INTEREST IN ASSOCIATION PROPERTY

The Association owns all real and personal property, including all improvements located on the property, acquired by the Association. A member has no interest in specific property of the Association. Each member waives the right to require partition of all or part of the Association's property.

SECTION 8. QUALIFICATION OF VOLUNTEER AND CEU HOURS

County Extension Agents/Master Gardener Coordinators employed by the Texas A&M Agrilife Extension Service make the final determination on the qualifying criteria and number of volunteer hours and CEUs required for Master Gardener certification and recertification. (As of June 2013, 15 volunteer hours and 6 CEUs are required for recertification of Wichita Master Gardener Association members.)

ARTICLE V – MEETINGS OF MEMBERS

SECTION 1. ANNUAL/MONTHLY MEETING

- A. The annual meeting shall be at 5:30 p.m. on the 1st Tuesday of November. At the annual meeting, the members will elect officers, state delegates, and transact any other business that may come before the meeting.
- B. Monthly general meetings of the Association are scheduled for the first Tuesday of each month, 5:30pm at the Extension Office. Depending on schedule conflicts, the membership may propose to schedule different dates and locations.

SECTION 2. SPECIAL MEETINGS

Special meetings of the members may be called by the president, the Executive Board, or not less than one-sixth of the voting members.

SECTION 3. PLACE OF MEETING

The Executive Board may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Executive Board. If the Executive Board does not designate the place of meeting, the meeting will be held at the Association's registered office, if any, in Texas.

SECTION 4. NOTICE OF MEETINGS

Written or printed notice of any members' meeting, including the annual meeting, will be delivered to each member entitled to vote at the meetings not less than 5 nor more than 60 days before the date of the meeting. Notice will be given by or at the direction of the president or secretary, or the officers, or persons calling the meeting. If all of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

SECTION 5. ELIGIBILITY TO VOTE AT MEMBERS' MEETINGS

A member in good standing is entitled to vote at the meeting of the members of the Association. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting.

SECTION 6. QUORUM

Members holding a majority of the votes that may be cast at a meeting who attend the meeting in person will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present, may continue to transact business, even if enough members leave so that less than quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once without further notice.

SECTION 7. ACTION OF MEMBERSHIP

Proposals for Association activities such as projects, programs, fundraisers, and any asset allocations are to be presented for approval to a meeting of the general membership at which a

quorum is present. The vote of a majority of members in good standing, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the membership unless law or the Association by-laws require a greater number. Voting can be by anonymous ballot or voice, the choice of ballot available at the request of any member before the voting starts. Copies of all approved proposals will be signed by the author(s) and the President and then filed in the Association's corporate documents.

SECTION 8. PROTOCOL FOR THE MINUTES

- A. The Secretary of the Association is responsible for recording the minutes of general meetings and also those of Executive Board meetings. In the Secretary's absence, the President shall appoint another member to record the minutes. This member's signature must be on the final copy of minutes submitted for corporate documentation in addition to that of the President.
- B. Minutes shall initially be presented for approval with the designation "*unapproved*" in the title. Any corrections are to be noted by the Secretary. A corrected copy of minutes will be filed in the Association's corporate documents. It shall contain specific details of what was corrected as well as the signatures of the President and Secretary.

ARTICLE VI – OFFICERS

SECTION 1. ELECTION OF OFFICERS

The Officers of the Association will be elected by the members and they shall be: President, Vice President, Secretary, and Treasurer. Officers will serve one year terms and may be elected to a second term. All officers will be part of the Executive Board along with the State Delegates. Vacancies in any office shall be filled at a regular meeting of the members or a special meeting called for that purpose.

1.b STATE DELEGATES

State Delegates and alternates will serve 2 year terms and may be elected to subsequent terms. One delegate and one alternate will be elected each year. Delegates are responsible for attending the TMGA Directors Meetings at College Station and the State Conference. Delegates who are unable to attend any meeting must contact one of the alternates to attend in their place. If neither of the alternates is available, the Delegate must contact the Association President, who can appoint by written notice, another member to attend in their place.

The Executive Board shall appoint a nominating committee. The committee shall consist of a Chair and two members who are not currently on the Executive Board. The committee shall provide a slate of candidates for the officers at the October meeting. Members may make nominations from the floor.

Elections shall be at the November meeting and approval of the slate of candidates shall require a two-thirds vote of the regular membership present. Officers shall be installed at the November meeting and assume their duties on January 1st.

SECTION 2. REMOVAL OF AN OFFICER

The Executive Board shall have the authority to expel or suspend any Officer by two-thirds vote of the Board voting at any duly called meeting. The notice for said meeting must be specifically stated that such action is to be considered.

SECTION 3. OFFICERS DUTIES

The officers of the Association and their duties are as follows.

A. PRESIDENT

1. Preside at all meetings of the organization.
2. Appoint a Chair for any committee created by the Executive Board
3. Create and dissolve Committees as determined by the Executive Board.
4. Work with Treasurer on Budget.
5. Compose and print an agenda for each general meeting.
6. Provide a signature on the Association checking account and checks, approved minutes, accepted treasurer's reports, approved activity proposals, and appropriate funding forms.
7. With Treasurer and Secretary of the Association, prepare and submit Chartering documents to the Texas A&M Agrilife Extension Service by January 31st of each year.
8. With County Extension Agent, coordinate the documentation of project/program criteria.

B. VICE PRESIDENT

1. Take charge of any meeting in the absence of the President
2. Attend any committee meetings at the President's request.
3. Assist the President
4. Chair the Association's annual *Home and Garden Show* booth committee.
5. In November of each year, organize the annual awards committee.
6. Create voting ballots as needed and conduct counts at meetings with another volunteer.

C. SECRETARY

1. Take care of all necessary correspondence.
2. Record the minutes of the meetings.
3. Disseminate the minutes of the previous meeting.
4. Keep a record of attendance at the meetings.
5. Maintain a current list of members' names and addresses.
6. With the President and Treasurer, prepare and submit Chartering documents to the Texas A&M Agrilife Extension Service by January 31st of each year. In a timely manner, file the Association's monthly approved and signed corporate documents.
7. In January of each year, fill out the required forms on the state Texas Master Gardener website pertaining to officers and state delegates.

D. TREASURER

1. Receive all dues and monies for the Association.
2. Keep an exact accounting of all income and expenditures and other financial matters.
3. Pay all bills upon receipt of written statement and proof of purpose.
4. Make an annual report for presentation at the Annual Meeting.
5. If requested by the Executive Board, present records for and obtain a financial audit annually, by a representative of the Texas AgriLife Extension Service.

6. Develop a budget to be approved by the Executive Board.
7. Make a report available for review at any special meeting.
8. Arrange for presentation of appropriate tax documents.
9. In a timely manner, submit the online IRS 990 e-Postcard as directed in the IRS website.
10. By January 31st of each year, collect member dues and pay WMGA dues to the state association.
11. Balance the check book each month.
12. Produce a treasurer's report for each monthly meeting. List each debit/credit, to or from whom, and purpose of the transaction.
13. Co-sign the Association check book with the President.
14. In November, observe payment of Kemp Center dues, Home and Garden Show booth space, and H&G Show tickets as needed.
15. Produce a financial statement, copy of budget, audit report, and 990 e-Postcard to the Executive Board. With the President, Secretary, and Treasurer, prepare and submit reports for Chartering documents by January 31st of each year. Also in January, submit the required audit report to the County Extension Agent.

ARTICLE VII – COMMITTEES

The Executive Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include two or more members and one chairperson. If the Executive Board delegated any of its management authority to a committee, the committee will consist of at least two members and one officer. The Executive Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Executive board. The Executive Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Executive Board, or any individual officer, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee has the authority of the Executive Board to:

- a) Amend the Articles of Incorporation
- b) Adopt a plan of merger or consolidation with another corporation.
- c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the Corporation's property and assets.

ARTICLE VIII – MISCELLANEOUS

SECTION 1. DUES

The Executive Board will review the budget at the annual meeting and shall establish the dues for the following year. *Dues are payable at the first meeting of each year. A member not in good standing can petition the board by the second meeting of the year.*

SECTION 2. ASSETS

- A. ALLOCATION – Proposals concerning any allocation of assets must be presented to a meeting of the general membership. All proposals concerning any allocation of assets are to be approved by majority vote at a general meeting of the Association members in which a quorum is present unless law or Association by-laws require a greater number of members. Copies of the approved proposals are to be signed by the author(s) of the proposal and the President and then to be filed in the corporate documents.
- B. DISSOLUTION – Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes with the meaning of the 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 government, for 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.

In the case of the dissolution of the Wichita Master Gardener Association, the executive committee shall, after settling all outstanding accounts and disposing of equipment, assign any remaining funds to River Bend Nature Center, 2209 3rd Street, Wichita Falls, Texas, 76301.

SECTION 3. MEETINGS BY TELEPHONE

The members, executive board, and any committee of the Association may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice, and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

SECTION 4. DECISION WITHOUT MEETING

Any decision required or permitted to be made at a meeting of the members, Executive Board, or any committee of the Association may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all persons entitled to vote on the matter. The original signed consents will be placed in the Association minute book and kept with the Association records.

SECTION 5. INDEMNIFICATION

The Association shall indemnify to the full extent permitted by law against damages, judgments, settlements, costs, charges, and expenses incurred in connection with the defense of any action, suit or proceeding or any appeal there from, any person or his or her personal representative, made or threatened to be made a party to such action, suit or proceeding whether civil or criminal, by reason of the fact that such person is or was a member or Officer of the Association.

SECTION 6. RULES OF ORDER

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

SECTION 7. FISCAL YEAR

The fiscal year for the corporation shall be from January 1 to December 31.

SECTION 8. AMENDMENTS

Notice of the proposed changes or amendments to the By-Laws must be presented in writing at one regular meeting and a copy mailed to members not present. Proposed changes or amendments will be voted on at the next meeting with two thirds of members present.

SECTION 9. CORPORATE DOCUMENTATION

All corporate documents of the Association such as minutes, treasurer’s reports, proposed budgets, proposed activities, etc. must be validated by signature. Each document must contain at least two signatures - President and corresponding officer and/or author. The Executive Board will maintain basic information forms for 1) project/program proposal and 2) funds request/reimbursement to be made available for use by the general membership for personal and/or corporate documentation.

SECTION 10. LONG TERM PROJECT PLANS

For activity in Association projects lasting for more than one year, a project plan will be presented for approval by the general membership on a yearly basis. Plans must include any budgetary components and will be approved by majority vote at a general meeting of the Association members in which a quorum is present.

CERTIFICATE OF EXECUTIVE BOARD

We certify that we are the duly elected and acting 2013 Executive Board of the Wichita Master Gardener Association and that these By-Laws constitute the Association’s By-Laws. These By-Laws were amended at a meeting of the members, with a quorum present, on Tuesday, August 6th, 2013.

Jason Cooper
President, Wichita Master Gardener Association

Date

Bonnie Jones
Vice President, Wichita Master Gardener Association

Date

Gail Wisdom
Secretary, Wichita Master Gardener Association

Date



Virginia Krebs
Treasurer, Wichita Master Gardener Association

Date

Marilyn Putthoff
State Delegate, Wichita Master Gardener Association

Date

Wichita Master Gardeners Association, By-laws, Revision 7