

BYLAWS
Travis County Master Gardeners Association, Incorporated
(In Support of Texas A&M AgriLife Extension Service)

ARTICLE I. NAME

The name of this organization shall be the Travis County Master Gardeners Association, Incorporated, hereinafter referred to as the "Corporation."

ARTICLE II. OBJECTIVE

Section 1. This Corporation shall be a non-profit association to support the Texas A&M AgriLife Extension Service (hereinafter referred to as "Extension"), the Texas A&M University System, formed exclusively for educational, scientific, literary, and charitable 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 tax code. This organization will not be affiliated with any commercial enterprise.

Section 2. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation 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).

Section 3. The objectives of the Corporation shall be:

- A. To provide advanced training, continuing education, and additional exposure in horticulture to its members.
- B. To support and assist the Travis County Extension Agent Horticulture (hereinafter referred to as "Agent") by providing the community with information on good gardening practices.
- C. To assist the Agent in recruiting and selecting potential candidates, training, and coordinating volunteer commitment obligations of the "Master Gardener-in-Training" class, and to assist in volunteer coordination of Master Gardeners.

Section 4. Major decisions by the Executive Committee (as defined in Article VI, Section 2, of this document) of the Corporation shall be made in collaboration with the Agent or appropriate representative of Extension in the absence of the Agent.

ARTICLE III. MEMBERSHIP

Section 1. Members of this Corporation shall be graduates of the Travis County Master Gardener-in-Training class administered by the Texas A&M AgriLife Extension Service, the Texas A&M University System, and determined to be in good standing in any given year. Graduates of the Master Gardener Programs administered by Extension Services outside Travis County may seek membership in the Travis County Master Gardeners Association, Incorporated, by submitting an application to the Travis County Extension Agent Horticulture. The Agent will determine if training received is equivalent and take appropriate action.

Section 2. To maintain good standing, each member must have paid dues for the current year, meet at least the minimum re-certification requirements (see Travis County Extension guidelines, available from the Agent or other Extension representative), successfully complete a background check (conducted prior to acceptance and every three years thereafter), complete an Extension Volunteer Service Agreement, and maintain the integrity of the organization.

Section 3. The Executive Committee shall set dues for members of this organization.

Section 4. Members must be in good standing in order to serve in elected or appointed positions within the Corporation.

ARTICLE IV. MEETINGS

Section 1. The Executive Committee will set meetings.

Section 2. 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, email or other method of electronic notification at least three days before the meeting date.

ARTICLE V. FISCAL YEAR

The fiscal year of the Corporation shall run from January 1 through December 31. Within 30 days after the completion of the state and federal revenue and expense reporting, a person who is not a member of the Executive Committee shall initiate an annual audit of the financial records. The results of this audit will be tendered to the President and the Executive Committee within 90 days after submission.

ARTICLE VI. OFFICERS

Section 1. Elected Officers of this Corporation shall be as follows:

- President
- 1st Vice President, Master Gardener Educational Programs
- 2nd Vice President, Public Educational Programs
- 3rd Vice President, Membership
- Secretary
- Treasurer

Section 2. Members of the Executive Committee shall be as follows:

- President
- 1st Vice President, Master Gardener Educational Programs
- 2nd Vice President, Public Educational Programs
- 3rd Vice President, Membership
- Secretary
- Treasurer
- Appointed Permanent Chairpersons
 - State Council Delegates (2)
 - Volunteer Manager, Greenhouse
 - Volunteer Manager, Demonstration Garden
 - AAGC Representative

Section 3. The election of officers shall take place by a show of hands at the November meeting. There shall be no allowance for write-in voting or absentee voting. Each member shall be entitled to one vote. A simple majority of votes of the members in good standing and in attendance will elect the officers.

A. Any duly qualified member, in good standing, may be nominated for any office.

- B. An officer may be elected to the same office for more than one term, but no more than three consecutive terms unless an extension is approved by majority of votes of members in good standing.

Section 4.

- A. An elected officer may be removed from office in the Corporation, at the discretion of the Executive Committee.
- B. The Executive Committee, by a two-thirds (2/3) majority of those present and voting, provided a quorum is present, may remove an officer from office.

Section 5. Each officer shall serve a term beginning January 1 and ending December 31 to coincide with the fiscal year.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Purposes and/or objectives are:

- A. Provide overall direction for the Corporation.
- B. Review activities of committees and provide guidance.
- C. Approve the budget and supplemental financial requests.

Section 2. The Executive Committee will consist of the elected officers and Appointed Permanent Chairpersons listed above in Article VI, Section 2, with the President serving as chairperson. A quorum will consist of at least half of the elected officers referenced in Article VI.

Section 3. Voting members of the Executive Committee include elected officers and Appointed Permanent Chairpersons.

Section 4. The Agent shall serve as advisor to the Executive Committee.

Section 5. The Executive Committee shall meet as necessary on call of the President or two other members of the Executive Committee.

Section 6. In the event a vacancy occurs during a term on the Executive Committee, such vacancy shall be filled for the duration of the term by a person approved by a majority vote of a quorum of the Executive Committee.

ARTICLE VIII. DUTIES OF ELECTED MEMBERS OF THE EXECUTIVE COMMITTEE

Following are the basic duties expected of each officer. Additional duties are to be found in the Standing Rules.

Section 1. The President shall:

- A. Preside at all meetings of the Corporation.
- B. Provide documents to the Agent of each Executive Board meeting: meeting notice, agenda, list of members attending, minutes of the meeting and officer reports.
- C. Appoint a parliamentarian and the chairperson of each committee as needed.
- D. Be an ex-officio member of all committees except the Nominating Committee.
- E. Work with the Treasurer on the annual budget to be presented at the January Executive Board Meeting.
- F. Represent, or appoint a designee to represent the Corporation in all additional relevant community functions and groups.

Section 2. 1st Vice President, Master Gardener Educational Programs, shall:

- A. Develop, promote, and implement monthly meeting programs.
- B. Plan and implement two to four field trips a year.

Section 3. 2nd Vice President, Public Educational Programs, shall:

- A. Develop, promote, and implement education programs for the public.
- B. Organize public educational programs.

Section 4. 3rd Vice President, Membership, shall:

- A. Maintain the current membership list electronically and update routinely, with the list to include name, mailing address, email, and telephone number(s).
- B. Submit a copy of the membership list to the Agent.

Section 5. The Secretary shall:

- A. Record the minutes of each Executive Committee meeting.
- B. Execute necessary official correspondence on behalf of the Corporation as directed or required.

Section 6. The Treasurer shall:

- A. Assist the President in preparing an annual budget based on accepted general accounting procedures.
- B. Comply with general accounting and auditing procedures.
- C. Receive all dues and monies for the Corporation.
- D. Keep an exact account of all dues, other income, bank deposits, disbursements and other financial matters.
- E. Pay all bills according to the protocols stipulated in the Standing Rules.
- F. Publish a quarterly financial report to the membership in the Volunteer Management System.
- G. Provide a monthly Income and Expense Report to the Executive Committee.
- H. Maintain an inventory and location of Corporation equipment.

ARTICLE IX. STANDING COMMITTEES

The President may, as necessary to conduct Corporation business and in collaboration with the Agent, appoint standing committees of the Executive Committee from members in good standing. The Chairpersons of these committees will not be subject to term limits.

ARTICLE X. AD HOC COMMITTEES

The President, in collaboration with the Agent and the Executive Committee, may cause any ad hoc committee to be formed or dissolved, appointing chairpersons as appropriate.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Revised shall govern the Corporation in all cases in which they are applicable and when not inconsistent with the Bylaws of the Corporation.

ARTICLE XII. CORPORATION VOTING

A quorum shall consist of 15% of the members in good standing.

ARTICLE XIII. AMENDMENTS

Section 1. These Bylaws may be amended by two-thirds (2/3) of the membership in good standing present and voting, provided a quorum is present.

Section 2. Notice of all proposed amendments to the Bylaws must be presented in writing at a regular meeting and a copy posted to all members via the Volunteer Management System not less than 10 days prior to the next regular meeting. Proposed amendments will be voted on at the next regular meeting.

ARTICLE XIV. DISSOLUTION

In the event of dissolution of the Corporation by termination of its existence, lapse of time or otherwise, should it have ownership or be entitled to ownership of any funds or property of any sort, real, personal, mixed, such funds or property or rights thereto shall be transferred and set over to an exempt organization qualified under the provisions of Section 501(c)(3), which is engaged in activities substantially similar to the purposes of this Corporation, and if none be in existence it shall be charged with a charitable public trust to be used exclusively in the State of Texas for charitable, civic, or educational purposes and shall be thereafter administered and applied to public charitable purposes by the Executive Board or Trustees to be appointed pursuant to law by a court of competent jurisdiction upon suitable proceedings brought for that purpose; but in no event shall such assets, receivables or property of any sort be transferred to private ownership.

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Date approved by the Executive Board: 9/21/2017

Date approved by membership: 10/4/2017

President: _____

Chair, Bylaws Committee: _____