

# **BY-LAWS FOR LAKE GRANBURY MASTER GARDENERS**

AS REVISED August 20, 2008

## **ARTICLE I - NAME**

The name of the Corporation shall be the LAKE GRANBURY MASTER GARDENERS, hereinafter referred to as the "Corporation".

## **ARTICLE II - PURPOSE**

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

- A. To provide a centralized method for information exchange among the members.
- B. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- C. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 organization 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).
- D. The Corporation is to perform organized horticultural activity to advance and further the general public knowledge, perception, and education as it relates to horticultural activities in Hood County, Texas. The further purpose is to advance the general beauty of public lands and properties in concert with governmental entities. A further purpose is to participate and assist governmental organized public efforts to advance horticultural and land use management.

## **ARTICLE III - AFFILIATION**

### **SECTION 1. Texas AgriLife Extension Service**

The Corporation is closely affiliated with the Texas AgriLife Extension Service and its County Extension, which provides initial and continuing training for members of the Corporation. In addition, the Corporation is affiliated with the Texas Master Gardener Association, which holds quarterly meetings at which we are expected to have two members of our organization in attendance. Our organization will have 2 directors and two alternate directors to the TMGA appointed by the president.

### **SECTION 2. COMMERCIAL ENTERPRISE**

The Corporation will not be affiliated with any commercial enterprise.

## **ARTICLE IV - MEMBERSHIP**

### **SECTION 1. TYPES OF MEMBERSHIP**

- A. The Corporation shall have members in one class.
- B. Honorary Member – Individuals may be selected by the Executive Committee for special recognition as Honorary Members to the Corporation. Individuals that are nominated for Honorary Membership and accepted as such will have all the privileges of membership except that they may not vote.

## SECTION 2. MEMBERSHIP CRITERIA OF MEMBER ASSOCIATIONS AND INDIVIDUAL MEMBERS

Selection for membership shall be made without discrimination based on sex, color, religion, income, marital status, handicapped condition, or national origin.

## SECTION 3. IMPROPER INFLUENCE

No member shall use their position with the Corporation to further the manufacture, distribution, promotion or sale of any material, product, or services, in which they have either direct or indirect financial interest.

## SECTION 4. MEMBER IN GOOD STANDING

Members in good standing shall be those members who have paid their annual dues and fulfilled all requirements necessary to become a certified Master Gardener or are interns who have completed classroom instruction. Members shall be certified each year with the minimum of six hours of advanced training and twelve hours of volunteer service.

## SECTION 5. REINSTATING MEMBERS

Members who have become inactive for any reason or who have not attained the required number of advanced training and/or volunteer hours may be reinstated under the following guidelines:

- A. Person(s) requesting reinstatement must immediately pay a \$20.00 reinstatement fee to be reinstated on a probationary status.
- B. Applicant(s) will be required to attend twelve (12) hours of advanced training seminars and perform twenty-four (24) hours of volunteer work in a maximum of twelve (12) month period.
- C. After an applicant has met all of the above requirements, he or she will become a certified Lake Granbury Master Gardener.

## SECTION 6. MEETING ATTENDANCE

With the exception of executive sessions, meetings are open to the general public. Individuals who have not attended Master Gardener training will be deemed visitors and will be encouraged to participate in the necessary classroom and volunteer work to become a certified Master Gardener.

## **ARTICLE V- MANAGEMENT OF THE CORPORATION**

### SECTION 1. EXECUTIVE COMMITTEE

- A. The affairs of the Corporation will be managed by an Executive Committee, elected for a one-year term by the members of the Corporation
- B. The Executive Committee will consist of President, Vice President-Programs, Vice President-Community Education, Recording Secretary, Corresponding Secretary, Treasurer and Immediate Past President. These officers will serve one-year terms and may be re-elected for future terms.
- C. The Executive Committee consisting of the elected officers and the immediate past president shall perform the day-to-day functions of the corporation. The Executive Committee shall have discretionary authority to exceed budgeted expenditures by a maximum amount of 10% of the total annual budget for any line item or project approved previously and listed in the budget. These over budget expenditures must be reported to the members in attendance at the next general business meeting.
- D. The Staff members of the Texas AgriLife Extension Service with horticultural duties shall serve as the Advisor(s) to the Executive Committee.

- E. Meetings of the Executive Committee of the Corporation will be called as necessary, but at least annually, to conduct the business of the Corporation.
- F. A quorum of the Executive Committee shall be four members of the executive Committee present. All questions shall be decided by simple majority of those voting unless otherwise specified in these By-laws.
- G. In the event of a vacancy on the Executive Committee, such vacancy shall be filled for the remainder of the term by a member approved by a majority vote of the Executive Committee

## **ARTICLE VI-ELECTIONS**

### **SECTION 1. ELECTIONS**

Officers of the Corporation will be elected annually at the regular October meeting.

### **SECTION 2. SLATE OF CANDIDATES**

A nominating committee will nominate a slate of officers. Members of the nominating committee must be members of the corporation and will be appointed by the President and approved by the Executive Committee. Nominations may be made from the floor with approval of the nominee.

### **SECTION 3. TERM OF OFFICE**

Officers will, after the election and qualification, assume their offices at the close of the December meeting.

### **SECTION 4. REMOVAL OF AN OFFICER**

The Corporation shall have the power to expel and suspend any officer by two-thirds (2/3<sup>rd</sup>) majority vote of the Corporation voting at any duly called meeting. The notice for said meeting must specify that such an action is to be considered.

## **ARTICLE VII – OFFICERS’ DUTIES**

The Officers of the Corporation with their duties shall be:

#### **A. President**

1. Preside at all meetings of the Corporation.
2. Appoint a Chairperson for each of the standing and special committees.
3. Create and dissolve committees as determined by the Executive Committee. Said chairperson must be a member in good standing.
4. Be an ex-officio member of all committees except the Nominating Committee.
5. Will appoint two Directors and two Alternate Directors to attend quarterly Texas Master Gardener Meetings. Each organization is limited to two votes and these votes can only be cast by the named Directors or the Alternates. In the event that one or only one of the appointees can attend, the President may appoint another for the meeting. A written, signed introduction must be presented to the State Treasurer prior to the meeting.

#### **B. Vice President-Programs**

1. Plan and arrange programs for monthly meetings.
2. Plan and arrange enrichment programs including field trips for members.

3. Assume responsibilities as President of the Corporation in the absence of the President or should the President become incapacitated, be removed, or resigns.
4. Plan and implement long range planning.
5. Chair the By-Laws Committee

C. Vice President-Community Education

1. Plan and arrange programs designed for the community—demonstrations, mass media, workshops, seminars, tours, social club meetings, business and professional groups.
2. Oversee the speaker's bureau.
3. Act as liaison between organizations and the Master Gardener Speakers Bureau.

D. Recording Secretary

1. Act as curator of the official documents of the Corporation.
2. Record the minutes of the meetings
3. Keep a record of attendance at meetings
4. Disseminate the minutes of the previous meetings.

E. Corresponding Secretary

1. Take care of all necessary correspondence.
2. Maintain a current list of members' names and addresses.
3. Send cards and thank you notes when applicable.

F. Treasurer

1. Receive all dues and moneys for the Corporation
2. Keep an exact accounting of all income and expenditures and other financial matters
3. Pay all bills upon receipt of a written statement and proof of purchase.
4. Make a monthly report at meetings.
5. Present records for and obtain a financial audit by Executive Committee if needed.
6. Assist in the development of a budget to be approved by the Executive Committee if needed.
7. Make a report available for review at any special meeting.
8. Arrange for presentation of appropriate tax documents
9. The treasurer shall establish procedures for receipt and disbursement of all funds, for establishment of accounts and other matters consistent with sound financial management. The procedures shall be approved by the Officers of the Corporation.

## **ARTICLE VIII – COMMITTEES**

### **SECTION 1. APPOINTMENT OF CHAIRPERSONS**

All Committee Chairpersons must be members in good standing and shall be appointed by the President.

### **SECTION 2. Standing COMMITTEES**

The Standing Committees for the Corporation are:

- A. Audit Committee
- B. Awards Committee
- C. Budget Committee

- D. Historian
- E. Newsletter Committee
- F. Nominating Committee
- G. Project Committee
- H. Social Committee

### SECTION 3. DUTIES

All Standing Committee Chairpersons will establish procedures for the operation of their committee. These procedures are subject to approval by the Executive Committee.

### SECTION 4. SPECIAL COMMITTEES

Special Committees may be appointed by the President with approval of the Officers of the Corporation to address matters of special interest or concern to the Corporation.

### SECTION 5. COMMITTEE MEMBERSHIP

Membership in any committee shall be open to all interested interns and members. Interns participating on any committee will earn hours toward their volunteer service obligation.

## ARTICLE IX - FINANCE

SECTION 1. All FUNDS are owned by the Corporation

### SECTION 2. FISCAL YEAR

The fiscal year for the Corporation shall end on December 31

### SECTION 3. DUES

The Executive Committee will review the budget and recommend to the members of the Corporation the dues for the following year.

### SECTION 4. BANK BALANCE

The Executive Committee will review the financial statement monthly. To remain solvent a \$2000.00 minimum bank balance will be maintained. If the cash balance should fall below the minimum permissible amount during the year, the funds must be replaced prior to the end of the fiscal year.

## ARTICLE X - INDEMNIFICATION

### SECTION 1. INDEMNIFICATION OF EXECUTIVE COMMITTEE

The Corporation shall indemnify its past and present officers and members to the fullest extent permitted and in the manner provided by Article 1396-2.2A of the Texas Non-Profit Corporation Act and other applicable law, who was, is, or will be threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer or member in all instances, except if it is determined by a court of competent jurisdiction that the person did:

1. Not conduct himself/herself in good faith
2. Reasonably believe that his/her conduct was not opposed to the Corporation's best interest, and
3. In the case of any criminal proceeding, have reasonable cause to believe his/her conduct was unlawful.

**ARTICLE XI - RULES OF ORDER**

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

**ARTICLE XII - AMENDMENTS**

These By-Laws may be amended by a two-thirds (2/3<sup>rd</sup>s) majority vote of the members of the Corporation present.

Notice of all proposed amendments to the By-Laws must be presented by the Executive Committee.

**ARTICLE XIII – DISSOLUTION**

In case of the dissolution of the Corporation, the Executive Committee shall, after settling all outstanding accounts and disposing of all equipment, assign all of the funds to the Horticulture Program Committee.

Reann Mchaney  
President

August 20, 2008  
Date

Dianne Allen  
Secretary

August 20, 2008  
Date