



WILLIAMSON COUNTY MASTER GARDENER ASSOCIATION BYLAWS

In support of Texas AgriLIFE Extension Service

Article I: NAME

The name of this organization shall be the Williamson County Master Gardener Association hereinafter referred to as the "Association".

Article II: OBJECTIVES

Section 1: This Association shall be a non-profit association to support the Texas AgriLIFE Extension Service, the Texas A&M University System, formed exclusively for educational, scientific, literary, and charitable purposes, including, for such purposes, the making of distribution 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 an association 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 Association shall be:

- A. To provide advanced training, continuing education and additional exposure in horticulture to its members.
- B. To support and assist the Texas AgriLIFE Extension Service by providing the community with information on good horticultural practices.
- C. To assist in recruiting and selecting potential candidates, training and coordinating volunteer commitment obligations of "Master Gardener Interns;" to assist in volunteer coordination and re-certification of Master Gardeners; and to maintain records of all Master Gardener and Master Gardener Intern activities.

Article III: Membership

Section 1: Members of this Association shall be graduates of a Texas Master Gardener Program administered by the Texas AgriLIFE Extension Service and meet the requirements for Active Membership in any given year. Graduates of the Master Gardener Programs administered by Extension Services outside the State of Texas may seek membership in the Williamson County Master Gardener Association, by submitting an application to the Membership Committee. The Membership Committee will determine if training received is equivalent to the Texas Program and take appropriate action.

Section 2: Requirements for membership and recertification shall be established by the Executive Committee, subject to approval by the Board of Directors.

Section 3: To maintain Active Membership, each member must have paid dues for the current year, meet the minimum re-certification requirements and maintain the integrity of the organization.

Section 4: Dues for members of this organization shall be set by the Executive Committee, subject to approval by the Board of Directors.

Section 5: If, due to illness or other family emergency, an Active Member is unable to fulfill the requirements to maintain certification, that member may apply for a "leave of absence". The request for such a leave shall be made to the Williamson County Extension Agent who, after consultation with the Executive Board, will render a decision. The leave of absence will be for a specified period of time. To regain Active Membership the individual must fulfill the requirements as set forth in Section 3 above.

Section 6: Membership in the Association may be terminated by the following procedures if a member engages in any conduct or activity that materially interferes with or conflicts with the purpose of this association, including but not limited to substantial and material violation of the Bylaws and Standing Rules of this association that may be adopted from time to time.

- A. A two-thirds (2/3) majority of the Board of Directors is required to remove a member from membership in the Association.
- B. A vote to remove a member may be initiated by:
 1. The recommendation of the Executive Committee; or
 2. A signed petition to the Board of Directors of fifteen (15) active, voting members of the Association.
- C. The Board shall have at least thirty (30) days notice of the vote which shall be held at a regularly scheduled meeting of the Board.
- D. Prior to the actual vote, each side shall be given fifteen (15) minutes to present its case to the Board.

Termination of membership shall be recorded in the membership roll of the association and the rights and privileges of said member shall cease upon termination of membership.

ARTICLE IV: MEETINGS

Section 1: The Executive Committee will set regular meetings of the Association.

Section 2: Special meetings may be called, if the need arises, at the discretion of a majority of either the Executive Committee or Board of Directors. Such special meetings shall be announced to members by phone or U.S. Mail or email at least three days before the meeting date.

Section 3: Electronic meetings of the Executive Committee or Board of Directors may be called, as necessary, by the President without notification of the General Membership. A majority of 2/3 of all Executive Committee or voting Board of Directors members is required to approve any business conducted electronically.

Section 4: An Annual Meeting of the General Membership shall be held within the first forty-five (45) days of the fiscal year.

Article V: FISCAL YEAR

The fiscal year of this association shall run from January 1 through December 31.

Article VI: OFFICERS

Section 1: Officers of this Association (who also serve as the members of the Executive Committee) shall be as follows:

Voting Members:

President;
Vice President;
Secretary;
Treasurer and
Immediate Past President.

Section 2: Elections:

- A. The Nominating Committee will be appointed by the President with the approval of the Board of Directors at least five months in advance of the election of officers for the coming year.
- B. The nomination and election of officers shall be conducted according to the Standing Rules. The Nominating Committee and any other Active Member may make nominations within the deadlines set by those Rules. All Active Members may be nominated for any office, but no member may be nominated unless the member has expressly agreed to serve.

- C. Each Active Member in attendance shall be entitled to one (1) vote. There shall be no allowance for write-in or absentee voting. A simple majority of votes is required to elect each officer.
- D. An officer may be elected by a simple majority to the same office for a second consecutive term, but to no more than two terms unless an extension is approved by a two-thirds (2/3) majority of all Active Members.

Section 3: An officer of the Association (including any member of the Executive Committee) may be removed from office at the discretion of a simple majority of the Board of Directors if three Executive Committee or Board of Directors meetings are missed. For other sufficient cause, an officer may be removed by a two-thirds (2/3) majority of the Board following at least the (10) days notice to the officer and the Board members that the vote will take place and following an opportunity for both sides to be heard.

Section 4: Each officer shall serve a term beginning January 1 and ending December 31 to coincide with the fiscal year.

Article VII: BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the following members, but only voting members are counted to determine a quorum, which shall be defined as at least one-half (1/2) of the Board);

Voting Members:

The members of the Executive Committee (see Article VI); and
The Chairperson of each Standing Committee.

Non-Voting Members:

Williamson County Extension Agent;
Other Past Presidents;
Other members as determined by the voting members.

Observers:

Any member of the Association may attend a Board meeting, but may not vote. Observers may only address the meeting at the discretion of the voting members. Observers may be excluded from Board discussions of sensitive personnel, fiduciary, or legal matters when necessary to preserve confidentiality.

Section 2: The Board of Directors shall consist of a minimum of 5 members and a maximum of 15 members.

Section 3: The Board of Directors shall:

- A. Terminate individual memberships in the organization and remove officers as provided in Article III and Article VI.
- B. Approve the formation and dissolution of committees.
- C. Assist the Executive Committee in the performance of its duties.
- D. Have such additional duties as may be provided in the Standing Rules.

Section 4: The Board of Directors may go into executive session from which everyone is excluded except currently serving members of the Board of Directors. The Board may invite relevant individuals, as required, for consultation. The session may be called by a simple majority vote for the purpose of discussing any matters of business which the Board may consider confidential or sensitive, however no vote may be taken in executive session except to recess, adjourn, or come out of executive session. The motion to call a session must include identification of invited individuals and the purpose of the session. Minutes of Executive Sessions shall remain privileged.

Article VIII: DUTIES OF OFFICERS

Section 1: The President shall:

- A. Preside at all meetings of the Association, the Executive Committee, and the Board of Directors.
- B. Appoint a parliamentarian and committee chairpersons as provided in Article IX.
- C. Be an ex-officio member of all committees except the Nominating Committee.
- D. Work with the Treasurer on the budget.
- E. Represent, or appoint a designee to represent, the Association in all additional relevant community functions and groups.
- F. Have such additional duties as may be provided in the Standing Rules.
- G. Communicate to membership through a regularly published open letter in the newsletter.

Section 2: The Vice-President shall:

- A. Preside at meetings in the absence of the President.
- B. Be chairperson of the Bylaws Committee.
- C. Have such additional duties as may be provided in the Standing Rules.

Section 3: The Secretary shall:

- A. Record the minutes of each Executive Committee and Board of Directors meeting and (after approval of the minutes) publish minutes on the WCMGA website.
- B. Take care of all necessary correspondence.
- C. Have such additional duties as may be provided in the Standing Rules.

Section 4: The Treasurer shall:

- A. Prepare 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 Association.
- 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. Make monthly financial reports to the Board of Directors and make available to the membership by publishing monthly through the WCMGA

website.

G. Perform such additional duties as may be provided in the Standing Rules.

Article IX: COMMITTEES

Section 1: The President, with approval of the Executive Committee, shall appoint all committee chairpersons. The President may also cause all committees to be formed or dissolved with approval of the Board.

Section 2: Where appropriate, each committee chairperson shall submit to the Treasurer a proposed budget of the committee's activities for the coming year by a date established in the Standing Rules.

Article X: EXECUTIVE COMMITTEE

Section 1: The Executive Committee will consist of the officers listed above in Article VI, with the President serving as chairperson. A quorum will consist of at least half of the voting officers referenced in Article VI.

Section 2: A staff member of the Texas AgriLIFE Extension Service shall serve as advisor to the Executive Committee.

Section 3: The Executive Committee shall meet as necessary on call of the President or two other members of the Executive Committee.

Section 4: In the event a vacancy occurs on the Executive Committee, a person approved by a majority vote of the Executive Committee shall fill such vacancy for the remainder of the term. If the vacancy involves a current elected officer, the person appointed shall serve in that {that} office for the remainder of the term. If the vacancy involves the Immediate Past President, the vacancy will be filled only if there is another former president of the Association willing to serve out the current term on the Executive Committee.

Section 5: The Executive Committee shall:

- A. Coordinate Association activities with the Extension Office.
- B. Provide overall direction for the Association.
- C. Review activities of committees and provide guidance.
- D. Review applications for Master Gardener training as necessary.
- E. Approve the budget and supplemental financial requests.
- F. Review and take necessary action in the event a member has not complied with the requirements of membership.

Article XI: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised Tenth Edition shall govern the Association in all cases in which they are applicable and when not inconsistent with the Bylaws or Standing rules of the Association.

Article XII: MASTER GARDENER ASSOCIATION STANDING RULES

The operational rules of the Association will be contained in the "Master Gardener Association Standing Rules" adopted and amended from time to time by a simple majority vote of the Board of Directors. These rules shall also contain the complete duties of each officer and committee chairperson. This handbook shall serve as a guide and shall be revised or expanded as needed, but in no case shall revisions or expansions be in conflict with the Bylaws. The Standing Rules shall be maintained by the Vice-President and distributed to all Active Members annually. A copy shall be kept by the Vice-President and the Secretary.

Article XIII: DISSOLUTION

In the event of dissolution, all net remaining assets of Williamson County Master Gardener Association shall be distributed to the Williamson County 4-H Council providing it is still an exempt organization described in section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section to any prior or future law. Otherwise the assets shall be distributed to the Texas Master Gardener Association if it is still an exempt organization, and otherwise some other exempt organization designated by the Texas AgriLIFE Extension Service.

Article XIV: VOTING

A quorum shall consist of 15% of the Active Members.

Article XV: AMENDMENTS

Notice of proposed amendments to the Bylaws may be presented in writing at a regular meeting and a copy mailed (U.S. Mail or email) not less than ten (10) days prior to the next regular meeting to members not present at the meeting. Proposed amendments will be voted on at the next regular meeting at which a quorum is present and will be adopted if approved by two-thirds (2/3) of the Active Members present and voting.

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Date approved by the Executive Board: _____

Date approved by membership: _____

President: _____

Secretary: _____