

BYLAWS
Revised October 2013
DENTON COUNTY MASTER GARDENER ASSOCIATION

ARTICLE I.

Section 1. CORPORATE NAME AND AFFILIATIONS

The name of this Corporation shall be Denton County Master Gardener Association; hereafter referred to as DCMGA, affiliated with TEXAS A&M AGRILIFE EXTENSION SERVICE (TAMALES) within the Texas A&M University System.

Section 2. REGISTERED AGENT

The name and address of the principal office and registered agent is Texas A&M AgriLIFE Extension Service C/O County Extension Agent – Horticulture (CEA-Hort), 401 W. Hickory Street, Suite 112, Denton TX 76201-9026. The Corporation shall continuously maintain a registered office and agent as required by the Texas Non-Profit Corporation Act. The Executive Board may change the address of the registered office as required.

ARTICLE II. NON-PROFIT STATUS

Section 1. PURPOSE

The Corporation shall be operated as a Non-Profit Association. It shall be organized exclusively for educational, charitable, and literary purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. OBJECTIVES

Corporation objectives shall be:

- A. To provide opportunities for its members and the general public to increase their knowledge of safe, effective and sustainable landscape practices.
- B. To support and assist TAMALES by providing the community with research-based information on established gardening practices.

ARTICLE III. MEMBERSHIP

Section 1. To be in good standing, all certified members must pay dues no later than deadline posted in the DCMGA Handbook. The amount of dues will be recommended by the Board and presented to the general membership for approval.

Section 2. Members in good standing must be graduates of a Texas Master Gardener Training Program and have completed certification or recertification. The Corporation shall have the following classes of membership: Certified, Life, Intern, Trainee and Inactive.

Section 3. Members will be certified into full membership upon completion of all Master Gardener certification requirements in the previous year, established by the Denton County Extension Agent- Horticulture, including requirements for transfers. Interns and trainees are non-voting members.

Section 4. Certified members may be designated life members based upon the discretion of the County Extension Agent-Horticulture. Life members' dues are paid by DCMGA, and the CEA-Horticulture approves requirements for service and training hours.

Section 5. Background checks will be required upon membership and every third year thereafter.

Section 6. Intern members have completed the Master Gardener Training Program but have not completed service and/or training hours in the current year. Intern members are non-voting members.

Section 7. Trainee members are enrolled in the Master Gardener Training Program and have not completed service and/or training hours in the current year. DCMGA and TMGA dues for trainees and interns are included in the enrollment fee of the Master Gardener Program. Trainee members are non-voting members.

Section 8. A member may be dismissed for reasons other than failure to certify, re-certify or pay dues. A volunteer may be reassigned or dismissed at the sole discretion of Texas A&M AgriLIFE Extension Service. Disrespect for the policies and guidelines established by the TAMALES and the County Master Gardener program are grounds for dismissal of a Master Gardener member. Other examples of conduct which can lead to disciplinary action include, but are not limited to: illegal activity; behavior which compromises the health and safety of volunteers, TAMALES employees or clientele; being habitually disruptive to the overall program; unwilling or unable to work amicably with agents and/or volunteer leaders; conduct which is harmful to the DCMGA program's reputation; or failure to relinquish/rotate leadership roles. The nature and seriousness of the infraction or violation will determine whether the option of reassignment or dismissal should be considered.

Dismissal from membership would occur based upon the recommendation of the Executive Board and approval by the County Extension Agent-Horticulture. The member may appeal in writing within 30 days of the recommendation of the Executive Board. After 30 days a decision will be made by the County Extension Agent-Horticulture.

Section 9. The CEA-Horticulture for Denton County establishes certification requirements for DCMGA, including transfers from other MG associations.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Officers of this organization shall constitute the Board of Directors and will be: President, Vice-president, Treasurer, Secretary, Communications Director, Education Director, Member-at-large Director, Immediate Past President (non-voting) and Volunteer Coordinator (non-voting).

Section 2. The DCMGA Board of Directors serves at the pleasure of the DCMGA membership under the direction and guidance of the CEA-Horticulture. The CEA-Horticulture will review and approve members considered for the Board of Directors and committee chairpersons.

Section 3. The nominating committee, as appointed by the President, will nominate officers, and a slate of candidates will be presented to the membership through the DCMGA website or email at least one month prior to election at the November DCMGA meeting. All nominees for officers must be active members in good standing.

Section 4. Officers will be elected prior to the Annual Membership Meeting in January. The Board will be installed at that meeting, and assume their duties henceforth.

Section 5. The voting members of the Board are the Vice-President, Secretary, Treasurer, Communications Director, Education Director, and Member-at-Large Director. The President will vote in case of a tie. A quorum of the Board of Directors will consist of a majority of the voting Board of Directors. A quorum must be present at the Board meeting to conduct business.

Section 6. The term of office for all officers shall be one year. Officers may hold only one office at a time. All offices have a two-year consecutive term limit.

Section 7. The Board of Directors will hold a monthly meeting, which is open to the general membership.

Section 8. The president shall appoint two primary delegates and two alternates to the Texas Master Gardener Association for one year. The Vice-President will be one of the delegates. At least one delegate will attend each TMGA meeting.

Section 9. The Board of Directors will make the final selection based on the recommendation from the Scholarship Committee for the recipient(s) and the amount of the monies to be allocated for DCMGA Scholarship awards.

Section 10. An officer may be reassigned or dismissed from office for consistent failure to perform the duties of his or her office. Reassignment or dismissal is made at the discretion of the Executive Board of DCMGA and approval by the County Extension Agent-Horticulture. The officer may appeal the decision in writing within 30 days of the recommendation of the Executive Board. After 30 days from receipt of the appeal, the Executive Board and the CEA-Horticulture will make a decision concerning the appeal. The decision will then be presented to the general membership.

Section 11. In the event a vacancy occurs on the Board, a person approved by majority of the Board and the CEA-Horticulture shall fill such vacancy for the remainder of the term. Should the office of the President become vacant the Vice president will serve as President for the remainder of the term.

ARTICLE V. DUTIES OF OFFICERS

Section 1. The President shall:

- A. Preside at meetings of the organization,
- B. Authenticate and verify the annual audit of the Corporation's financial records,
- C. With the Treasurer, develop an annual budget to be approved by the Board of Directors

- and general membership,
- D. The President is authorized to sign checks if the Treasurer is unable to do so,
- E. Participate in selecting chairpersons for all standing committees,
- F. Establish additional committees when necessary,
- G. Attend a minimum of nine (9) monthly Board Meetings.

Section 2. The Vice President shall:

- A. Assist the president as needed,
- B. Conduct meetings in the absence of the president,
- C. Be responsible for project administration,
- D. Provide guidance for the Ways & Means Committee,
- E. Attend a minimum of nine (9) monthly Board Meetings.

Section 3. The Secretary shall:

- A. Record the minutes of each Board and Executive Board meeting,
- B. Prepare and present the minutes of the previous Board meeting to the members of the Board and make minutes available to the general membership. Maintain corporate records for bylaws and minutes,
- C. Shall respond to all relevant correspondence,
- D. Keep a record of attendance at Board meetings,
- E. Attend a minimum of nine (9) monthly Board Meetings.

Section 4. The Treasurer shall:

- A. With the President, develop an annual budget to be approved by the Board of Directors and general membership,
- B. Deposit all monies paid to the association into the Corporation's Board designated bank institution(s),
- C. Assure collection of annual membership dues,
- D. Disburse funds from the corporation's banking institution for approved DCMGA expenses,
- E. Maintain a full and accurate account of all receipts and disbursements along with appropriate hardcopy backup to maintain an audit ready position of the Corporation's finances,
- F. Provide a monthly financial cash position report to the Board with beginning and ending monthly balances and detailing all receipts and disbursements with a budget comparison. Provide a copy of the monthly bank statements to the Board,
- G. At the end of each fiscal year, provide the annual cash position financial report and present the financial records to the audit committee,
- H. File, as necessary, any annual reports of documents as required by the Secretary of State or Internal Revenue Service,
- I. Keep an inventory of corporation owned capital assets and their value,
- J. Work with the Board designated CPA as required,
- K. Attend a minimum of nine (9) monthly Board Meetings.

Section 5. The Education Director shall:

- A. Oversee internal Master Gardener education and public education outreach including children's educational programs,
- B. Attend a minimum of nine (9) monthly Board Meetings.

Section 6. The Communications Director shall:

- A. Engage and employ members and techniques necessary to promote DCMGA events, activities and programs through electronic and print publicity,
- B. Attend at least nine (9) monthly Board meetings.

Section 7. The Member-at-Large Director shall:

- A. Be a representative of the general membership serving as a liaison to the Board,
- B. Engage and employ members necessary for various general membership related committees,
- C. Keep a current list of member names, addresses and certification status,
- D. Maintain member skills/interests survey data and certification,
- E. Attend nine (9) monthly Board meetings.

Section 8. The Volunteer Coordinator shall:

- A. Report to the CEA-Horticulture,
- B. Work with the Board to make sure volunteers are being used effectively,
- C. Forward volunteer opportunities to DCMGA members through the website or emails,
- D. Manage volunteer records and communicate with volunteers,
- E. Assist with the Intern Class and interface with the Mentor Committee.

Section 9. The Immediate Past President shall:

- A. Serve as a non-voting Board member,
- B. Act as an advisor to the Board,
- C. Oversee award nominee and state award filings.

ARTICLE VI. EXECUTIVE BOARD

Section 1. The Executive Board will consist of:

- A. The President, Vice-President, Treasurer, Secretary and the Member-at-Large Director.
- B. The Immediate Past President will serve as a non-voting Board member and act as an advisor to the Board.

Section 2. The County Extension Agent-Horticulture will serve as advisor for the Executive Board.

Section 3. The Executive Board will meet as needed.

Section 4. A quorum of the Executive Board shall consist of a majority of the Executive Board.

ARTICLE VII. FISCAL YEAR

The fiscal year of DCMGA shall run from January 1 to December 31 of each year.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in *Roberts Rules of Order, Revised* shall govern DCMGA in all cases in which they are applicable.

Section 1. The annual DCMGA budget must be approved by the general membership

Section 2. Any budget or non-budget item that requires funds exceeding the budgeted amount over \$25 up to \$499 must have prior approval by the Board. Any amount in excess of \$499 must have general membership approval.

ARTICLE IX. VOTING

A quorum shall consist of 20 percent of the certified membership.

ARTICLE X. AMENDMENTS

These bylaws may be amended by a simple majority vote of voting members present. Proposed amendments shall be distributed by mail or email at least 48 hours prior to the next general meeting. Bylaws as amended will become official upon approval by the membership.

ARTICLE XI. DISSOLUTION OF CORPORATION

Upon dissolution of the corporation, any assets or remaining funds shall be distributed to another 501(c)(3) organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and not to individual members. The Executive Board will make a selection of three possible recipients, which will be presented to the general membership for a vote.

Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.