

Proposed Changes

- Reorder Sections in Article III. MEMBERSHIP for flow of information.
 - Section 2 becomes 1
 - Section 4 becomes 2
 - Section 1 becomes 3
 - Section 3 becomes 4
- Article VIII. Parliamentary Authority
 - Section 2. : Amend to the existing sentence for clarification.
 - Add a Section 3. to address non-mission-related-expenditures (per Robert's Rules of Order).
- Article IX. DCMGA Business Meetings
 - Section 3. Revert to originally suggested language for consistency with Board of Directors election at the November meeting.

BYLAWS
Revised April 2021
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 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 AgriLife by providing the community with research-based information on established gardening practices.

ARTICLE III. MEMBERSHIP

Section 1. The Corporation shall have the following classifications of membership: Certified and others as defined in the handbook and approved by the CEA-Hort. ⁱⁱ

Section 2. Certified members are those who have completed all Master Gardener certification requirements, in the previous year, as established in the handbook. The CEA-Hort establishes certification requirements for DCMGA, including transfers. ⁱⁱ

Section 3. To be in good standing, all certified members must follow all requirements posted in the DCMGA Handbook. The amount of dues will be recommended by the Board of Directors (DCMGA BoD) and presented to the general membership for approval.ⁱⁱⁱ

Section 4. Interns are those in training to become a Master Gardener by participating in class instruction and completing the required volunteer/service hours within one calendar year. These requirements are established by the CEA-Hort. Interns are non-voting participants of DCMGA.^{iv}

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

Section 6. 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.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Officers of this organization shall constitute the DCMGA BoD and will be: President, Vice-President-Projects (VP-Projects), Vice President-Outreach (VP-Outreach), Treasurer, Secretary, Communications Director-Systems (CD-Systems), Communications Director-Promotions (CD-Promotions), Education Director, Member-at-Large, and Past President (non-voting).

Section 2. The members of the DCMGA BoD serve at the pleasure of the DCMGA membership under the direction and guidance of the CEA-Hort. The CEA-Hort will review and approve members considered for the DCMGA BoD.

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 interns or certified members in good standing and approved by the CEA-Hort.

Section 4. Officers will be elected at the General Membership Meeting in November. They will assume their duties, effective Jan 1st of the new year and will be installed at the Graduation Banquet.

Section 5. The voting members of the DCMGA BoD are the VP-Projects, VP-Outreach, Secretary, Treasurer, CD-Systems, CD-Promotions, Education Director, and Member-at-Large. The President will vote in case of a tie. A quorum of the DCMGA BoD will consist of a majority of the voting DCMGA BoD. A quorum must be present at the DCMGA 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 elected term limit.

Section 7. The DCMGA BoD will hold a monthly meeting, which is open to the general membership.

Section 8. The President shall appoint delegates to the Texas Master Gardener Association (TMGA) for one year. At least one delegate will attend each TMGA meeting.

Section 9. An officer of DCMGA BoD 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 DCMGA BoD and approval by the CEA-Hort.

Section 10. In the event a vacancy occurs on the DCMGA BoD, a person approved by majority of the DCMGA BoD and the CEA-Hort shall fill such vacancy for the remainder of the term. Should the office of the President become vacant, the VP-Projects will serve as President for the remainder of the term.

ARTICLE V. DUTIES OF OFFICERS

Section 1. The President shall:

- A. Preside at the general 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 DCMGA BoD 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. Is responsible for DCMGA Annual Awards selection process,
- H. Initiate planning of the annual graduation & awards banquet (and preside if elected for a 2nd term)
- I. Attend one State Directors' Meeting in an elected year,
- J. Attend a minimum of nine (9) monthly DCMGA BoD meetings.

Section 2. The Vice President-Projects shall:

- A. Assist the president as needed,
- B. Conduct meetings in the absence of the president,
- C. Administrate projects,
- D. Plan and execute the annual Volunteer Opportunity Fair,
- E. Attend one State Directors' Meeting in an elected year,
- F. Attend a minimum of nine (9) monthly DCMGA BoD meetings.

Section 3. The Vice President-Outreach shall:

- A. Assist the president as needed,
- B. Identify, develop and maintain community partnerships,
- C. Coordinate requests from community organizations seeking short-term DCMGA expertise,
- D. Oversee strategic planning,
- E. Oversee association-level fundraising/sponsorship,
- F. Coordinate fundraising between projects.
- G. Attend a minimum of nine (9) monthly DCMGA BoD meetings.

Section 4. The Secretary shall:

- A. Record the minutes of each DCMGA BoD meeting,
- B. Prepare and present the minutes of the previous DCMGA BoD meeting to the members of the DCMGA BoD 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 DCMGA BoD meetings,
- E. Attend a minimum of nine (9) monthly DCMGA BoD meetings.

Section 5. The Treasurer shall:

- A. With the president develop an annual budget to be approved by the DCMGA BoD and general membership,
- B. Deposit all monies paid to the association into the Corporation's DCMGA BoD 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 DCMGA BoD 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 DCMGA BoD,
- G. 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. Work with the DCMGA BoD designated CPA as required,
- J. Attend a minimum of nine (9) monthly DCMGA BoD meetings.

Section 6. The Education Director shall:

- A. Oversee Master Gardener Continuing Education (CE) and public education outreach including children's educational programs,
- B. Report monthly to the DCMGA BoD,
- C. Attend a minimum of nine (9) monthly DCMGA BoD meetings.

Section 7. The Communications Director-Systems shall:

- A. Engage members and employ techniques to promote DCMGA events, activities and programs,
- B. Report monthly to the DCMGA BoD,
- C. Assure consistency with DCMGA mission and brand in all publications,
- D. Oversee maintenance of the DCMGA website and DCMGA social media,
- E. Assure collection and accessible storage of photo release forms for any photographs made available to the public in any DCMGA publication,
- F. Manage relationships with external publications,

G. Attend a minimum of nine (9) monthly DCMGA BoD meetings.

Section 8. The Communications Director-Promotions shall:

- A. Plan and implement marketing for each DCMGA public event, in coordination with Project Managers,
- B. Maximize marketing for events throughout all DCMGA publications,
- C. Coordinate and catalog all photographic documentation of DCMGA events,
- D. Facilitate the distribution of DCMGA educational materials to the public.
- E. Attend a minimum of nine (9) monthly DCMGA BoD meetings.

Section 9. The Member-at-Large shall:

- A. Represent the general membership as a DCMGA BoD liaison,
- B. Coordinate Retention/Engagement activities,
- C. Report monthly to the DCMGA BoD,
- D. Maintain member roster,
- E. Maintain roster of members with state-approved Advanced Training designation,
- F. Maintain records of MG service hours (Annual and Cumulative hours earned),
- G. Attend a minimum of nine (9) monthly DCMGA BoD meetings.

Section 10. The Immediate Past President shall:

- A. Serve as a non-voting DCMGA BoD member,
- B. Act as an advisor to the DCMGA BoD,
- C. Oversee state/international and other external award nominations and filings,
- D. Preside at the Graduation/Awards Banquet (if President is beginning 1st year of term).

ARTICLE VI. EXECUTIVE BOARD

Section 1. The Executive Board will consist of:

- A. The President, Vice-President-Projects, Vice President-Outreach, Treasurer, and Secretary.
- B. The Past President will serve as a non-voting Board member and act as an advisor to the Board.
- C. The CEA-Hort will serve as advisor for the Executive Board.

Section 2. The Executive Board will meet as needed.

Section 3. A quorum of the DCMGA BoD 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

Section 1. The rules contained in Roberts Rules of Order, Revised shall govern DCMGA in all cases in which they are applicable.

Section 2. Any necessary expenditures exceeding the budgeted amount by the greater of 10% or \$100 must have prior approval by the DCMGA BoD. Any expenditure exceeding \$2000 must have prior DCMGA BoD approval followed by general membership approval.^v

Section 3. Expenditures not in alignment with the DCMGA mission statement require prior DCMGA BoD approval followed by general membership approval with at least two-thirds of certified members present.^{vi}

ARTICLE IX. DCMGA BUSINESS MEETINGS

Section 1. DCMGA will hold ten Business Meetings (General Membership meeting) each calendar year. The meetings are typically held the second Wednesday of each month (except January and December). In the event of a conflict, the DCMGA BoD will approve an alternate date. The meetings will be included on the DCMGA calendar. A quorum for these meetings will consist of those present at the meeting.

Section 2. Members shall be notified about matters requiring a General Membership vote prior to the meeting when the vote will be held.

Section 3. The annual DCMGA budget must be approved by a majority of the general membership at the November Business Meeting.^{vii}

ARTICLE X. AMENDMENTS

Bylaws may be amended by a majority vote of voting members present at a Business Meeting. Bylaws, as amended, will become official upon approval by the membership. A change log will be appended to the bylaws

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 DCMGA BoD will make a selection of three possible recipients, which will be presented to the general membership for a vote.

ARTICLE XII. SUPPORTING DOCUMENTATION

Section 1. DCMGA Members Handbook

- A. The DCMGA BoD shall create, approve and maintain a handbook containing the implementation details of the DCMGA Bylaws.
- B. Substantive revisions to the handbook require DCMGA BoD approval. Administrative and grammatical revisions do not require DCMGA BoD approval. All revisions should be assigned a revision designation on the cover page.
- C. Current, released policies will be on file and available on the DCMGA website.

- D. Revision control of changes
 - a. A change log shall be appended to the handbook and maintained with entries for each revision.
 - b. For each revision, the change log shall include:
 - i. a summary of the change,
 - ii. the rationale,
 - iii. the date,
 - iv. and the revision designation.

Section 2. DCMGA Policies

- A. The DCMGA BoD shall create, approve and maintain a set of policies that apply to all functions and operations of DCMGA.
- B. Policies are designed to reflect the principles of DCMGA. Further, they are designed to influence and reflect DCMGA principles in all DCMGA decisions, actions and activities.
- C. Current, released policies will be on file and available on the DCMGA website.
- D. Revision control of policies
 - a. Policies will be date controlled.
 - b. A file of all superseded or prior revisions of policies will be maintained.

Section 3. DCMGA Procedures

- A. DCMGA members responsible for specific DCMGA-related actions may create a procedure to define the steps to complete the action. Creation of procedures is recommended for complex actions and/or involving several functions and/or not routinely performed.
- B. The DCMGA BoD is responsible for final approval of all procedures.
- C. Current, released procedures will be on file and available on the DCMGA website.
- D. Revision control of procedures
 - a. Procedures will be date controlled.
 - b. A file of all superseded or prior revisions of procedures will be maintained.

Revision Control Log: DCMGA ByLaws

Current Revision	Prior Revision	Changes Made	Reason for Change
April 2021	January 2020	Minor Changes – See Change Document <ul style="list-style-type: none"> ● Reorder Sections in Article III. ● Article VIII. <ul style="list-style-type: none"> ○ Section 2: Amend for clarification. ○ Add Section 3 ● Article IX. <ul style="list-style-type: none"> ○ Section 3: Revise timing of General Membership Budget approval 	Various – See Change Document
January 2020	November 2017	Minor Changes – See Change Document <ul style="list-style-type: none"> ● Correct timing of BoD officer election/installation ● Add BoD positions of Vice President-Outreach and Communications Director-Promotions ● Update duties/titles of President, Vice President-Projects, Communications Director-Systems, and Member-at-Large ● Clarify composition of Executive Board 	Various – See Change Document
November 2017	October 2013	Extensive Changes – See Change Document <ul style="list-style-type: none"> ● References to Texas A&M AgriLife Extension Service as AgriLife in order to use the legal name ● Clarify membership status and type ● Clarify and realign Board of Director responsibilities ● Provide revision history of document 	Various – See Change Document

ⁱ Reordered; moved from Section 2.

ⁱⁱ Reordered; moved from Section 4.

ⁱⁱⁱ Reordered; moved from Section 1.

^{iv} Reordered; moved from Section 3.

^v Last sentence rewritten for clarification that BoD approval is required before General Membership approval.

^{vi} Section added for additional financial integrity.

^{vii} Timing of General Membership budget approval changed from February to November.