

**BYLAWS
OF
BEXAR COUNTY MASTER GARDENERS
11th Amended Bylaws**

Approved: October 18, 2018

ARTICLE I – NAME

The name of this organization shall be Bexar County Master Gardeners, Inc. The organization was incorporated in the State of Texas (February 1991, amended November 1992) under the Texas Nonprofit Corporation Act. The organization, which operates primarily in Bexar County, Texas, hereinafter shall be referred to as “the Corporation.”

ARTICLE II – PURPOSE

The Corporation is a non-profit, charitable, scientific, literary, and educational organization promoting volunteer horticultural education and service to the community. It shall maintain tax-exempt status under Section 5.01(c) (3), Internal Revenue Code, as amended.

The Corporation will support and assist Texas A&M AgriLife Extension Service, which, in turn, will provide scientific expertise and technical training to members of the Corporation. Texas A&M AgriLife Extension Service shall provide volunteer opportunities and continuing education so that members of the Corporation may fulfill their volunteer commitments.

ARTICLE III – MEMBERSHIP

Members of the Corporation are graduates of the Texas Master Gardener Training Program administered by Texas A&M AgriLife Extension Service and the Texas A&M System. A member shall perform a minimum number of volunteer hours and continuing education units as determined by the Board of Directors and approved by the Extension advisor. In no case shall the minimum hours be less than prescribed by the state organization. The Board of Directors will review requirements biannually. Requirements will be published annually in *The Scion*, January issue.

The recruitment and selection of candidates for the Texas Master Gardener Program shall be made without discrimination based on sex, color, race, religion, income, marital status, sexual preference, or national origin.

Members who have not met the requirements for “active” membership shall be designated inactive and placed on an inactive roster. Inactive and former members may request reinstatement to active membership by signing the reinstatement agreement and completing the stated requirements.

ARTICLE IV – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected by a majority of the Membership present at a general meeting of the Membership of the Corporation. The Board of Directors shall serve a term of office to run concurrently with the dates of the fiscal year, January 1st through December 31st of each year. The nominating committee shall present a slate of nominees for

Board positions. Additional nominations may be made from the floor. Unless there are nominations from the floor, the slate of nominees shall be considered elected by acclamation.

The Board of Directors of the Corporation consists of seven members: President, Vice President, Secretary, Treasurer, Membership Director, and two (2) At-Large Members. Directors shall serve a one (1) year term. A Director shall serve no more than five (5) consecutive terms. The President, Vice President, Secretary and At-Large Members may serve only three (3) consecutive elected terms in the same position. The Treasurer and Membership Director are not subject to the term limitation of only three (3) consecutive elected terms.

The immediate past President of the Corporation shall serve as a non-voting advisory member of the Board of Directors.

A staff member of Texas A&M AgriLife Extension Service, as assigned by the Bexar County Extension Director, shall serve as advisor to the Board of Directors and to the membership of the Corporation.

A member of the Board of Directors may be removed from office after three (3) consecutive absences from the Board of Directors meetings, as voted upon by the majority of remaining Board of Directors, or for lack of performance of the role for which elected, upon a two-thirds (2/3) vote of the membership of the remaining Directors.

The Board of Directors may vote by electronic means (i.e., email) when it is deemed necessary by the President of the Board of Directors or a majority vote of the Board of Directors. Paper copies of each individual vote will be retained by the Secretary and attached to the next monthly meeting minutes as a permanent file. This Presidential authority should be used sparingly so as to not preclude effective and thorough board discussion of issues.

ARTICLE V – OFFICERS

The officers of the Corporation are: President, Vice President, Secretary, and Treasurer. The officers shall constitute the Executive Committee of the Board of Directors. Such officers shall be elected as provided in ARTICLE IV, BOARD OF DIRECTORS. The President of the Corporation may appoint a Parliamentarian to serve as a non-voting member of the Executive Committee of the Board of Directors.

ARTICLE VI – DUTIES OF OFFICERS

The Duties of Officers of the Corporation shall be to:

President

- Serve as the chief executive officer of the corporation.
- Preside at all meetings of the Corporation and supervise and control the affairs of the Corporation in accordance with directives of the Board of Directors and the policies of the Corporation.
- Prepare the meeting's agenda and distribute copies to the Board of Directors.
- Request timely reports from Directors and Committee Coordinators.
- Appoint the Chairman of the Nominating Committee
- Act on behalf of the Board of Directors and the Membership in matters of urgency.

Vice President

- Assist the President in the performance of his/her duties.
- Preside at meetings in the absence of the President.
- Serve as ex-officio member of all committees.

Secretary

- Record copies of the agenda and minutes of all meetings of the Corporation, including Board of Directors, Executive Committee, and any special meetings called by the President.
- Distribute copies of the minutes to the Board of Directors prior to a meeting.
- Provide a signed copy of the minutes, including all emailed or distributed reports and/or handouts to the Board of Directors, which becomes the official record of the Corporation and is to be archived in Master Gardener office.
- Handle official correspondence of the Corporation.
- Maintain a permanent record of past minutes which will also be archived in the Master Gardener office.

Treasurer

- Regularly review the financial position of the Corporation and present financial statements to the Board of Directors and the members.
- Prepare an annual budget.
- Create, maintain and reconcile the Corporation's bank accounts.
- Arrange for performance of an annual audit or compilation.

Parliamentarian (if appointed)

- Be familiar with the Bylaws, Policies and Rules and Regulations of the Corporation.
- Assure proper meeting procedures are followed in the conduct of Corporation business according to By-Laws, Policies and Rules.

The Board of Directors may create committees as needed by the Corporation and appoint members to committees. The President may appoint Committee Coordinators or Chairs.

Committees will report to the Board of Directors. All Standing Committee Coordinators shall submit reports to the Board of Directors as requested.

ARTICLE VII – DUTIES OF DIRECTORS

Duties of the Directors shall be to:

Membership Director:

- Maintain a current list of members' contact information including email.
- Establish procedures for dissemination of rosters of general membership.
- Record and retain Volunteer Hours and CEU hours for Membership.
- Report of status of Members receiving recertification.

Members at Large

- Perform duties as assigned by the Board of Directors

The Board of Directors may create committees as needed by the Corporation. The President may appoint committee members and Coordinators or Chairpersons.

ARTICLE VIII – MEETINGS

Meetings of the Corporation are open to all members of the Corporation, with the exception of executive session meetings.

The Corporation shall conduct a minimum of four (4) General Membership Meetings annually. One meeting shall be held between November 1 and December 31 to vote on the election of Officers and Directors for the next term of office. If nominations for Directors are made from the floor, a majority of members present is required for elections of each officer. This meeting may be conducted in

conjunction with other functions of the General Membership. Quorum: 8% of active members in good standing of the Corporation shall constitute a quorum for General Meetings.

Board of Directors shall meet as deemed necessary, no fewer than four (4) meetings a year to conduct the business of the Corporation. A quorum shall consist of a majority of members of the Board of Directors.

Executive Committee Meetings shall be conducted on emergency matters or time-sensitive issues that require action by the Corporation and as called by the President. A quorum shall consist of a majority of the members of the Executive Committee. The Executive Committee shall have the authority to act for the organization. Minutes of an Executive Committee session shall be provided to the Board of Directors at its next meeting.

Committee Meetings are called by a Coordinator or Chair as appropriate to the needs of the Corporation. Special meetings of the Board of Directors, Committees, or General Membership may be called by the President as deemed necessary. By written request, a majority of the Board of Directors or twenty-five (25) members of the General Membership may call for a special meeting of the Board or the General Membership, as appropriate.

ARTICLE IX – STAFF

The Board of Directors of the Corporation has the authority to employ Staff members. The final decision of employment or termination of an employee of the Corporation shall be made by a majority vote of the Board-of Directors of the Corporation. The Board of Directors may terminate employment or remove any employee at any time, with or without cause.

ARTICLE X – FISCAL YEAR

The fiscal year of the Bexar County Master Gardeners, Inc., shall be January 1 through December 31 on an accrual basis of accounting. The financial records of the Corporation are public information and shall be made available to the Board of Directors, the Membership of the Corporation, and the public.

ARTICLE XI – DISCLAIMER OF RESPONSIBILITY

The Corporation shall indemnify to the full extent permitted by law against damages, judgments, settlements, costs, charges, and expenses incurred with the defense of any action, suit or proceeding, or any appeal therefrom, any person or his or her personal representative, made, or threatened to be made, a party to such action, suit, or proceeding, whether civil or criminal, by reason of the fact that such person is or was a member, director, or officer of the Corporation. Nothing in this section shall ever waive the general exemption from liabilities as provided by law.

ARTICLE XII – AMENDMENTS

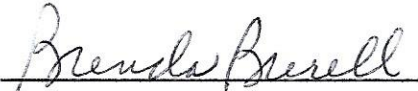
These bylaws may be amended or changed when necessary by following the procedures set forth in this article. The proposed amendment or change shall be submitted for consideration by the Board of Directors. If the Board of Directors approves the proposed amendment or change by a simple majority of the total members of the Board of Directors, then the proposed amendment or change shall be published in the Corporation's monthly publication or sent to the members electronically. Following publication or electronic notification, the Membership of the Corporation shall vote on the proposed amendment or change at the next General Membership Meeting; approval requires a simple majority of the members present at the meeting.

ARTICLE XIII – CHARTERING COUNTY MASTER GARDENER ASSOCIATION

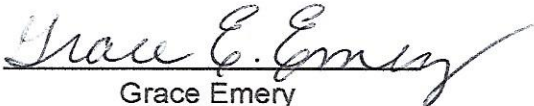
Upon the dissolution of the organization, assets shall be distributed for one or more tax exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government or to a state or local government for a purpose. Any such asset not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then location, exclusively for such purpose or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rule of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.


Brenda Burell
Secretary

Date: October 18, 2018


Grace Emery
President of the Board

Date: October 18, 2018

Revised May 18, 2017: Article IV - Paragraph Two, to reflect three year tenure limitation of elected board members with exception of Treasurer and Director of Membership which are limited to five years tenure.

Revised July 20, 2017: Article X - Fiscal Year, to change the fiscal year to a calendar year (January 1 to December 31) to coincide with the payment of annual dues, the accounting of volunteer hours & CEUs, and submission of the Texas Master Gardener Association Annual Awards.

Revised October 18, 2018: Article VIII, Meetings, to change the meeting dates for a vote on the election of Officers and Directors for the next term of office from between May 1 and June 30 to between November 1 and December 31 for consistency with the fiscal year change approved in July 2017.