



**BYLAWS
OF
BEXAR COUNTY MASTER GARDENERS
13TH Amended Bylaws**

Approved: September 8, 2022

ARTICLE I - NAME

The name of this organization shall be Bexar County Master Gardeners. 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 horticulture education and service to the community. It shall maintain tax-exempt status under Section 501(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 the members of the Corporation. Texas A&M AgriLife Extension 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 and continuing education hours, attend General Membership meetings as determined by the Board of Directors and approved by the Extension advisor. Volunteer and Continuing Education (CE) hours are accrued from 1 December thru 30 November of the following year to meet annual certification requirements. 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 and briefed at all General Membership Meetings.

The recruitment and selection of candidates for the Texas Master Gardener Program shall be made without discrimination based on race, color, sex, religion, national origin, age, disability, genetic information, veteran status, sexual orientation, gender identity, or any other classification protected by federal, state, or local law.

Members who have not met the requirements for “active” membership shall be designated inactive and placed on an inactive roster. Inactive members may request reinstatement to active membership in accordance with the Corporation policy.

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 Nomination Committee shall present a slate of nominees for Board positions per Corporate policy. 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) Member at Large. Directors shall serve a one (1) year term. The President, Vice President, Secretary and Member at Large may serve only three (3) consecutive elected terms in the same position. The Treasurer and Membership Director are not subject to the three consecutive term limitations. All members of the Board of Directors shall serve no more than six (6) consecutive years.

The immediate past President of the Corporation can be requested to serve by the President 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) absences during a term from the Board of Directors meetings or for a lack of performance of the role for which elected, as voted upon by a simple majority of remaining Board of 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. Electronic and/or paper copies of each individual vote will be retained by the Secretary and attached or recorded in the next monthly meeting minutes as an electronic and/or a permanent hard copy 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. In addition, the County Extension Advisor will also be included in the Executive Committee meetings. Board 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 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 Board and General Memberships meeting agendas and distribute copies to the Board of Directors.
 - Request timely reports from Directors and Committee Coordinators/Team Leads. Committee/Team reports will be posted on the Corporation's electronic shared drive and/or in a hard copy file.
 - Appoint the Chairman of the Nomination Committee.
 - Act on behalf of the Board of Directors and the Membership in matters of urgency.
 - Sign electronically or by physical signature approved Board and General Membership minutes
- Vice President
 - Assist the President in the performance of his/her duties.
 - Preside at meetings in absence of the President.
 - Serve as ex-officio member of all committees/teams.
- Secretary

- Record electronically and/or hard copies of the agenda and minutes of all meetings of the Corporation, and if requested, any special meetings called by the President.
- Distribute electronic copies of the minutes to the Board of Directors for review prior to the subsequent Board of Directors meetings.
- 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 the Master Gardener office.
- Handle official correspondence of the Corporation.
- Maintain a permanent record electronically on the Corporation's shared drive of past minutes which will also be archived by the Office Manager in hard copy file in the Master Gardener office.
- Sign electronically or by physical signature approved Board and General Membership minutes.
- Treasurer
 - Regularly review the financial status of the Corporation and present financial statements to the Board of Directors and the members. Electronically and/or hard copy archive all monthly financial statements/reports on the Corporation's shared drive in accordance with (IAW) standard auditing requirements.
 - Prepare and brief an annual budget to the Board of Directors Archive electronically and/or hard copy annual budgets on the Corporation's shared drive and/or hard copy file for the Board of Director's review and approval. Maintain electronic/paper hard copy historical budgets on the Corporation's shared drive and/or hard copy file IAW standard auditing requirements.
 - Create, maintain and reconcile the Corporation's bank accounts.
 - Arrange for performance of an audit or compilation per the Corporation's policy.

ARTICLE VII - DUTIES OF DIRECTORS

Duties of the Directors shall be to:

- Membership Director
 - Maintain a current electronic and/or hard copy list of members' contact information on VMS, on the Corporation's shared drive and/or office file.
 - Work with the VMS Coordinator to retain volunteer and continuing education hours as submitted by the members.
 - Report the progress of each member towards recertification.
 - Maintain all reports on the Corporation's shared drive and/or hard copy file for monthly business and historical purposes.
- Member at Large
 - Perform duties as assigned by the Officers of the Corporation to fulfill board requirements and address overall organizational goals
 - Coordinate and communicate with committee chairs/team leads and/or may be asked to chair specific committees/teams.
 - Act as liaison to the general membership.
 - Maintain all supporting documentation and reports for assigned board requirements on the Corporation's shared drive and/or hard copy file.

The Parliamentarian is an appointed position, and as such, is not a voting member of the elected Board of Directors. The duties of the Parliamentarian are to:

- Be familiar with the bylaws, policies and procedures of the Corporation.
- Assure proper meeting procedures are followed in the conduct of Corporation business according to the Corporation's by-laws, policies and rules.

The Board of Directors may create committees/teams as needed by the Corporation. The President may appoint committee members and Committee Coordinators/Team Leads.

ARTICLE VIII - MEETINGS

Meetings of the Corporation are open to all members of the Corporation, with the exception of Executive Committee meetings.

The Corporation shall conduct a minimum of four (4) general membership meetings annually by video conferencing and/or in-person.

Elections will be conducted by the published policy of the Corporation. One meeting shall be held between November 1 and November 30 to vote on the election of Officers and Directors for the next term of office. Quorum: 15 percent of active members in good standing of the Corporation shall constitute a quorum for the general election membership meetings. A majority of members present at the election will determine election results. This meeting may be conducted in conjunction with other functions of the general membership.

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 may be conducted on emergency matters, time-sensitive issues that require action by the Corporation, business that involves the privacy of a Corporation member, or business that requires privacy of discussion. The President or Vice President can call for Executive Committee meetings. The President or Vice President may invite staff, advisors, or other board members to the meeting. A quorum shall consist of a majority of the members of the Executive Committee. Motions made in Executive Committee meetings will pass with a simple majority of the Board members present. Motions that result in a tied vote fail. If the motion being considered involves the actions of an Executive Committee member then the member must recuse themselves from the discussion and vote on that motion. The Executive Committee shall have the authority to act for the organization. The minutes of Executive Committee meetings will contain motions and results only and will not be entered into the Board Minutes. The minutes of the Executive Committee meeting will be distributed only to the Board members present at the Executive Committee meeting and are to be stored in a location ensuring their confidentiality.

Committee/Team Meetings are called by a Committee Coordinator/Team Leads as appropriate to the needs of the Corporation. Special meetings of the Board of Directors, committees, teams, and/or general membership may be called by the President as deemed necessary. By written request, a majority of the Board of Directors or 15 percent of the Corporation’s active 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., 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 upon written request.

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 a 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 to the Board of Directors. If the Board of Directors approves the proposed amendment or change by a simple majority of the Board of Directors total members, then the proposed amendment or change shall be published in the next Corporation’s electronic newsletter or sent to the members via email for review. Following the newsletter publication or email notification, the Corporation Membership 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 located, 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 which they are not inconsistent with these bylaws and any special rules or order the Corporation may adopt.

Secretary

President of the Board

Date: _____

Date: _____

Board Approved September 8, 2022 Summary of Changes:

1. Article III – MEMBERSHIP – added reference to attend General Membership Meetings.
 - a. Changed Master Gardener (MG) certification from 1 Dec thru 30 November of following year.
 - b. Mandated MG certification requirements will be briefed at all General Membership Meetings
 - c. Updated paragraph 2 language for discrimination protected categories to align with current Texas A&M verbiage.
2. Article IV – BOARD OF DIRECTORS – paragraph 6 changed requirement for Board member votes to electronic or hard copy and how either type of vote will be recorded in the next monthly minutes.
3. Article V – DUTIES OF OFFICERS - Added the term General Membership where appropriate.
 - a. Updated verbiage to provide capability for all Officers to file reports electronically and/or hard copy to align with current Corporation electronic capabilities.
 - b. Updated signature capability for Board of Directors and General Membership Minutes by the Secretary and President to allow electronic signature before filing in BCMG Office
 - c. Added verbiage where appropriate under Officers duties to include the terms Team and Team Leaders to align with BCMG's transition to team concepts.
 - d. Amended Secretary's coordination protocol and timeframe for Board of Directors and General Membership Minutes coordination with the Board.
 - e. Expanded Treasurer duties to include a more defined description of responsibilities already being performed and the need to maintain financial records for auditing purposes
4. Article VI – DUTIES OF DIRECTORS
 - a. Updated verbiage to provide capability for all Directors to file reports electronically and/or hard copy to align with current Corporation electronic capabilities.
 - b. Added verbiage where appropriate under Director duties to include the terms Team and Team Leaders to align with BCMG's transition to team concepts.
 - c. Added to Membership Directors duties a requirement to coordinate with VMS Coordinator on retaining members volunteer and CE hours
5. Article VII – MEETINGS
 - a. Added capability to have video teleconference meetings with members along with in-person to align with current BCMG operational meeting practices.
 - b. Revamped paragraph 3 to better define BCMG annual Officers and Directors voting timeframe and process for all members.
 - c. Added verbiage where appropriate under paragraph discussing various meetings to include the terms Team and Team Leaders to align with BCMG's transition to team concepts.
6. Article X – FISCAL YEAR – delineated process to request access to Corporation financial records
7. Article XII – AMENDMENTS – expanded newsletter verbiage to include electronic medium distribution as the conveyance to send Board of Directors approved amendments to members to review prior to a General Membership Meeting approval/disapproval vote.