

# BYLAWS

## Fort Bend County Master Gardeners, Inc.

*Amended – November 30, 2005*

### **Article I – Name and Office**

- A. Name. The name of this organization shall be The Fort Bend County Master Gardeners, Inc., called herein “FBCMG ”
- B. Office. The principal office of FBCMG shall be located in Fort Bend County in the State of Texas.

### **Article II – Purpose**

FBCMG is a voluntary nonprofit, educational organization working in support of the Texas Cooperative Extension and with the Texas Master Gardener Association, Inc. Its members benefit their community through training and volunteer service by providing sound information on gardening practices through education and outreach programs.

### **Article III – Membership**

- A. Full Membership. Full members in good standing of FBCMG will
  - 1. be graduates of a Texas Master Gardener Program, organized in partnership with the Texas Cooperative Extension, the Texas A&M University System, or be accepted for membership by the FBCMG Board of Directors, called herein “Board”, after presenting a certificate of completion from an accredited Master Gardener program elsewhere in the country, or completing the FBCMG program as determined by FBCMG, and
  - 2. have paid their prescribed dues for the current year, as applicable, and
  - 3. have fulfilled requirements for recertification during the preceding calendar year. The Board shall set, and may periodically modify annual recertification requirements for advanced training and volunteer certification hours, ensuring that recertification requirements set by the Board equal or exceed the minimum requirements set by the Texas Master Gardener Association, Inc.

- B. Associate Membership. Associate membership will be extended to “Master Gardener Associates” enrolled in the Fort Bend County Cooperative Extension Master Gardener Program. No dues will be required of associate members and they will not be able to vote, hold office or serve as director of a Standing Committee. Associate members will be accepted into full membership in FBCMG upon completion of the Fort Bend County Master Gardener Program training and volunteer commitment and payment of their dues, prorated from the date of the program’s completion.
- C. Lifetime Membership. Lifetime membership may be awarded at the discretion of the Board to deserving Full members who have served FBCMG with extraordinary distinction for more than seven years. An FBCMG Full member may be proposed for lifetime membership while still an active member, but the status will not be conferred until the member ceases regular service as an FBCMG Full member. Lifetime members will have voting rights but will not be required to pay dues and will not be eligible to hold office.
- D. Honorary Membership. Honorary membership may be awarded at the discretion of the Board to deserving individuals who have shared their talents for the benefit of FBCMG. Honorary members will pay no dues and will not be eligible to vote or hold office.
- E. Loss of Membership. Failure to meet membership requirements in Section A will result in loss of membership in FBCMG . Full membership may be reestablished in any subsequent year by completing the Fort Bend County Master Gardener Program if necessary (as determined by the Master Gardener Coordinator), fulfilling the prescribed annual recertification requirement and payment of dues.
- F. Leave of Absence. The Board may approve a temporary leave of absence due to extraordinary circumstances. Training and volunteer service requirements will be suspended for the duration of the leave of absence. Dues and voting privileges will not be suspended.

#### **Article IV – Dues**

The Board will set and determine the amount of dues to be paid by Full members annually. Dues for the following calendar year will be payable by December 31.

#### **Article V – Membership Meetings**

- A. The Board will set the date, time and place of membership meetings. Membership meetings will be announced in advance to the membership.

- B. Regular membership meetings may include an educational program which will be open to the public. Other matters may be acted upon by the membership at these meetings, and members will be notified in advance of any business that involves a vote of the membership. A quorum shall consist of those members with voting privileges who are present.
- C. Special membership meetings may be called by a majority of the Executive Committee of the Board. Such special meetings will be announced to the membership by e-mail, phone, or U.S. Mail at least one week before the meeting date. A quorum shall consist of those members with voting privileges who are present.

### **Article VI – Fiscal Year**

The fiscal year of FBCMG, Inc. will run from January 1 to December 31 of each year.

### **Article VII – Officers**

- A. Officers of FBCMG will be the President, Vice President, Secretary and Treasurer.
- B. Full members in good standing are eligible to hold office.
- C. Officers will be elected by secret ballot at the regular November membership meeting as described in Article V. They shall assume their duties on January 1 of the following year.
- D. Officers will serve for a one year term and may be reelected to the same office for not more than one successive term. Upon adoption of these Bylaws, this provision shall apply to the individuals holding office, retroactive to the start of the current term.
- E. Vacancies in office occurring during an officer's term may be filled by majority vote of the remaining Board.
- F. The Board shall have the authority to expel or suspend any officer for serious malfeasance of his or her responsibility by two-thirds vote of the remaining members of the Board voting at any duly called meeting. The notice for said meeting must specifically state that such action is to be considered.

## **Article VIII – Board of Directors**

- A. The business, affairs, and property of FBCMG shall be entrusted to, and governed by, the Board.
- B. The Board will consist of no fewer than 9 and no more than 15 Board members.
- C. The Board will include the officers and immediate past president of FBCMG. It will also include the directors of Standing Committees, created by the Board to serve the objectives of the organization. The director of each standing committee must be a Full member of FBCMG in good standing.
- D. The Fort Bend County Cooperative Extension staff member, whose duty it is to coordinate the FBCMG program, will serve as an advisor to and non-voting member of the Board.
- E. The Fort Bend County Cooperative Extension Agent, with liaison responsibility to FBCMG, will serve as an advisor to and non-voting member of the Board.
- F. The Board will meet regularly to conduct the business of the organization. The date, time and place of the next meeting will be determined at each Board meeting.
- G. Special meetings of the Board may be called by majority of the Executive Committee. Such special meetings will be announced to members of the Board by e-mail, telephone or U.S. Mail at least three days before the meeting date.

## **Article IX – Executive Committee**

- A. The Executive Committee will consist of the president, who will serve as the chairperson, vice president, secretary, treasurer and the immediate past president.
- B. The directors of Standing Committees will be nominated by the President and approved by majority vote of the Executive Committee at the January Board meeting.
- C. The Fort Bend County Cooperative Extension Agent, with liaison responsibility to FBCMG, will serve as advisor to and non-voting member of the Executive Committee.
- D. In the event that Board action is required between regularly scheduled Board meetings, or before a special meeting can be called, the Executive Committee may take action with the same authority and boundaries as the Board. Such action must be reported by the FBCMG Secretary to the entire Board within one day of taking the action.

## **Article X – Special Committees**

- A. In addition to the Executive Committee and Standing Committees described in Articles VIII and IX, there may be other Special Committees established to serve the objectives of FBCMG. These will include but not be limited to the Audit Committee, Nominating Committee and Election Committee.
- B. Special Committees will be formed as needed by the Board. Chairpersons of Special Committees must be Full members in good standing. Special Committee chairpersons will be nominated by the President and approved by majority vote of the Executive Committee.

## **Article XI – Elections**

- A. At the November membership meeting, candidates for office will be presented by the Nominating Committee and additional nominations will be accepted from the floor. Prior consent from any nominee is required in order to be considered on the election ballot.
- B. The election of officers will be conducted by the Election Committee at the November membership meeting. Members in good standing, who have voting rights and are present at the November membership meeting, are eligible to vote. A printed ballot will be distributed to those members attending the November membership meeting who are eligible to vote. The Election Committee will collect the completed ballots, tabulate the votes and announce the results before the November membership meeting is adjourned.

## **Article XII - Gifts and Donations**

FBCMG is authorized to accept and receive contributions, donations, and grants from any and all sources. It will be the general policy of FBCMG to accept contributions from any source. However, FBCMG retains the right to refuse any gift where, in the judgment of the Board, the reputation or perceived image of the grantor may be deemed injurious to FBCMG.

## **Article XIII - Dissolution**

In the event of dissolution, all net remaining assets of FBCMG shall be distributed to the Texas Master Gardener Association, Inc. provided the Texas Master Gardener Association, Inc. is 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.

#### **Article XIV – Parliamentary Authority**

The most current edition of *Robert's Rules of Order* will be the authority on all questions of parliamentary procedure for FBCMG in all cases in which they are applicable and consistent with these bylaws.

#### **Article XV – Bylaws Amendments**

A two-thirds vote of the membership may amend these bylaws. Bylaws amendments and ballots will be distributed to all members in good standing with voting rights by the Election Committee. Completed ballots received by the Election Committee within 15 days after the distribution date shall be counted. The Election Committee shall count and hold all authenticated ballots until the next regular Board meeting. If two-thirds of the members eligible to vote do not respond to the distribution of ballots within the 15-day window, the Board will consider the members who did not respond within that timeframe to have authorized the Board to cast, by proxy, their vote in a manner which the Board feels would be most beneficial to FBCMG. The Election Committee shall report the results of the voting at the next membership meeting.