



## Heart of Texas Urban Gardening Coalition BYLAWS

### ARTICLE 1 – NAME AND PURPOSE

*Section 1 — Name:* The name of the organization shall be Heart of Texas Urban Gardening Coalition (herein referred to as the Coalition.) The principal office of the Coalition in the State of Texas shall be located in the City of Waco, County of McLennan. When incorporated the Coalition shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be identical with the principal office of the Coalition in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

*Section 2 — Purpose:* The Heart of Texas Urban Gardening Coalition is organized to encourage cooperation, education, service, and economic opportunity in the community.

The Purpose of the Coalition is to:

- Foster public education about gardening
- Increase community awareness of the benefits of gardening
- Promote gardening at schools, churches and other locations
- Identify areas where gardening can be increased for the benefit of the community
- Develop a strategic plan to encourage gardening

### ARTICLE II — MEMBERSHIP

*Section 1 — Eligibility for membership:* Membership shall include but not be limited to representatives of clubs, schools, government agencies (city, county, state and national), religious organizations, non-profit agencies, businesses, and persons interested in promoting gardening. Membership may be on an individual or organizational basis. No more than two representatives from one agency will be eligible to vote at general membership meetings.

*Section 2 — Annual dues:* The UGC Board of Directors will annually review membership dues and vote to change or uphold them by resolution of the Board. Membership dues must be current in order to be eligible to vote at meetings.

*Section 3 – Service of members:* Members are encouraged to complete 20 hours of volunteer service to the Coalition each year. This requirement can be completed by serving on a committee, working in the garden, or volunteering in various coalition activities. However, attendance at board meetings will not count toward a member's service hours.

*Section 4 — Rights of members:* Members in good standing shall be eligible to hold

office and to vote, (but only in person) on all questions at general membership meetings. In order to be a voting representative an individual or agency must attend a minimum of three meetings during a twelve month period. Control of this corporation shall rest with the membership. Any action of the board of directors shall be subject to review by the membership on request of any member at the regular meeting. An action of the board of directors may be altered or rescinded by two-thirds vote of the membership present at a regular meeting.

*Section 5 — Resignation and termination:* Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

### ARTICLE III — MEETINGS OF MEMBERS

*Section 1 — Regular meetings:* Regular meetings of the members shall be held monthly, at a time and place designated by UGC Staff, unless the board of directors shall determine otherwise. In no event shall fewer than six (6) such meetings be held in any one fiscal year. All meetings are open meetings.

*Section 2 — Annual meetings:* An annual meeting of the members shall take place in the month of February, the specific date, time and location of which will be designated by the UGC Staff. At the annual meeting the members shall elect officers and members of the board of directors, receive reports on the activities of the Coalition, and determine the direction of the association for the coming year.

*Section 3 — Special meetings:* Special meetings of the members may be called by the President, the board of directors, or upon written request to the President signed by three (3) or more members.

*Section 4 — Notice of meetings:* Notice of each meeting shall be distributed by email to the membership the week prior to the meeting.

*Section 5 — Quorum:* Fifty percent of the eligible membership must be present at any properly announced meeting to constitute quorum.

*Section 6 — Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

### ARTICLE IV — BOARD OF DIRECTORS

*Section 1 — Board role -* The board of directors shall have the power and duty to establish policy, adopt budgets and other powers and duties necessary or appropriate for the administrative affairs of the Coalition. The directors may do all such acts as are not by law, the Articles of Incorporation, or by-laws directed to be done by the entire membership.

*Section 2 – Board positions, size, and compensation:* The board shall be composed of the three elected officers of the Corporation: President, Vice President, Secretary, and Treasurer. In addition to the elected members, at least three at-large members shall be elected. The board shall have up to 13, but not fewer than 7, members. The board receives no compensation other than reimbursement for reasonable expenses relating to the UGC's mission.

*Section 3 – Board representation:* The board of directors shall be composed of individuals representing a broad spectrum of the membership.

*Section 4 – Terms:* All board members shall serve a two-year term continuing until the election of their successors. All elected board members are eligible for re-election for up to three consecutive terms. There is no limit on the number of non-consecutive lifetime terms.

*Section 5 – Meetings and notice:* The board shall meet at least bi-monthly, at an agreed upon time and place. E-mail and other electronic tools can be used to determine and set the time and date of meeting. An official board meeting requires that each board member have written notice at least one week in advance. The board shall also be required to attend a board retreat at the beginning of their terms, scheduled like all meetings in accordance with the guidelines above.

*Section 6 – Board elections:* Board members shall be elected or re-elected by simple majority of the voting representatives of members at the annual meeting in February.

*Section 7 – Election procedures:* The Board may appoint a committee or task force in order to generate a slate of prospective board members representing the Coalition's diverse constituency and secure the consent of its nominees to serve if elected. Any member can nominate a candidate to the slate of nominees. Nominations will then be brought to the February meeting.

*Section 8 – Quorum:* A quorum must be attended by at least 90% of the board members for business transactions to take place and motions to pass.

*Section 9 – Officers and Duties:* There shall be four officers of the board, consisting of a Chair, Vice-Chair, Secretary, and Treasurer. While Board terms are for two years, officer terms are only for one year. Members are elected to board membership and officer terms separately, in accordance with the bylaws. Their duties are as follows:

*The Chair* shall preside at all meetings of the corporation and of the board of directors. The Chair shall act as the executive officer of the Coalition and in general, perform the duties usually associated with the office of the President.

*The Vice Chair* shall perform the duties of the President in his/her absence or disability. The Vice President shall undertake such other responsibilities, as the President shall assign.

*The Secretary* shall handle the correspondence of the Coalition and maintain records of the proceedings of all meetings of the membership and the board of directors. The Secretary shall be custodian of all records of the corporation.

*The Treasurer* shall handle all financial records and matters of the Coalition. These records may be inspected by any member of the Board of Directors or his/her agent or attorney for any proper purpose at any reasonable time. The Treasurer will also serve on any committees relating to financial matters of the Coalition.

*Section 10 — Vacancies:* When a vacancy on the board exists mid-term, the Board of Directors shall call a special election within two months from the date of vacancy and propose nominees to fill said vacancy at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 11 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the Secretary. The board of directors may replace any director or officer who has failed to attend two (2) successive meetings of the board if such absence is declared by the board to create a vacancy upon reasonable notice to the director or officer prior to such declaration. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 12 — Special meetings:* Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

*Section 13 – Voting:* All issues to be voted on shall be decided by a two-thirds majority of the board of directors. Issues may be voted on during a scheduled board meeting, conference call, or electronically in accordance with current state regulatory standards governing nonprofit meetings so long as a quorum is established and notice meets the guidelines in these bylaws.

## ARTICLE V — COMMITTEES

*Section 1 — Committee formation:* The board may create committees and task forces as needed. Members or community volunteers may head and serve on committees, with approval and supervision provided by the Board. There may be as many standing committees as necessary.

## ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

*Section 1 – Contracts:* The board of directors shall by resolution authorize the execution of contracts and the delivery of any instrument in the name of and on behalf of the Coalition.

*Section 2 – Checks:* Checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness, issued in the name of the Coalition shall be signed by any person within the category of President, Vice President, Secretary, Treasurer, Executive Director, or other individual authorized by full resolution of the Board. Checks to the Executive Director, or to parties in which the Executive Director could have a perceived conflict of interest, must be signed by an officer of the board.

*Section 3 – Bank:* All funds of the Coalition shall be deposited to the credit of the Coalition in such banks, trust companies, or other depositories as the board of directors may select.

*Section 4 – Contributions:* The board of directors may accept, on behalf of the Coalition, any contribution, gift, bequest, or device for the general purpose of the Coalition. Similarly, the board of directors may make, on behalf of the Coalition, any contribution, gift, grant, or investment authorized by law or these Bylaws, provided such gift does not cause the Coalition to lose its tax exempt status.

#### ARTICLE VII — EXECUTIVE DIRECTOR

*Section 1 — Executive Director:* The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

#### ARTICLE VIII — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

#### CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on November 1, 2012.

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Secretary

Date