BYLAWS

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Galveston Bay Area Chapter

Texas Master Naturalist Program

BYLAWS

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BYLAWS
Galveston Bay Area Chapter
Texas Master Naturalist Program

ARTICLE I
Organization Description

Galveston Bay Area Chapter-Texas Master Naturalist (referred to as "Chapter") is a nonprofit organization formed within the Texas Master Naturalist Program™ (referred to as "State Program") in support of the Texas Parks & Wildlife Department and Texas Cooperative Extension mission to develop a corps of well-informed volunteers to provide education, outreach, and service dedicated to the beneficial management of natural resources and natural areas within their communities.

ARTICLE II
Purpose

A. Overall Purpose. In support of the Texas Parks & Wildlife Department and Texas Cooperative Extension, the Chapter is an educational, non-profit, volunteer organization dedicated to fulfilling the State Program's mission to develop and maintain a corps of well-informed volunteers to provide education, outreach, and service dedicated to the beneficial management of natural resources and natural areas within their communities for the State of Texas with objectives of the following:

   1. Natural Resource Service. To provide, promote and fulfill volunteer service while recognizing and utilizing sound natural resource management, enhancement and conservation practices in accordance with the partners' and State Program's mission.

   2. Public Understanding. To improve public understanding of natural resource ecology and management by developing a pool of local knowledge about natural resource ecology that can be used to enhance education efforts within local communities.

   3. Enhance Education and Outreach. To enhance existing natural resources education and outreach activities by providing natural resources training at the local level, thereby developing a supply of dedicated and informed volunteers.

   4. Volunteer Network. To develop a Texas Master Naturalist volunteer network that can be self-sufficient.

B. Advocacy Prohibition. No part of the activities of the Chapter shall be devoted to advocacy, lobbying, politically or privately promoting issues, agendas or businesses and personal endeavors, by propaganda or otherwise, using the Master Naturalist name or themselves as a Texas Master Naturalist.

C. Profit Prohibition. The Chapter is not organized for profit, nor shall any of its net earnings inure in whole or in part to members, employees, or other individuals.

ARTICLE III
Chapter Relation to State Program Organization

A. Parent Organization. The parent organization is the Texas Master Naturalist Program™ referred to as "State Program".

B. State Program Sponsors. Sponsors for the statewide Texas Master Naturalist volunteer program are the Texas Parks & Wildlife Department and Texas Cooperative Extension. Sponsors in the Texas Master Naturalist program are those agencies or organizations taking responsibility for the state and local Chapter.

C. State Advisory Committee. The State Advisory Committee is comprised of Certified Texas Master Naturalist volunteers and employees of the Texas Parks & Wildlife Department and Texas Cooperative Extension. The State Advisory Committee sets the minimum standards and curriculum requirements of the State Program. The Committee also reviews and approves new chapter development and class training curriculum.

D. Commitment to Texas Master Naturalist State Program Requirements. In return for the general supervision, guidance, supplies, resources, and cooperative helpfulness afforded by the State Program this Chapter of the State Program agrees to comply with all requirements, guidelines, and standards and to produce and submit an annual report conforming to the standards set forth by the State Advisory Committee.

ARTICLE IV
Chapter Sponsors, Partners and Donors

A. Chapter Sponsors. Sponsors are those agencies or organizations taking responsibility for a Chapter of the State Program. Chapter sponsors are permanent and committed to a long-term relationship with the Chapter. Chapter sponsors provide advisors to the Chapter. Local Chapter sponsors have been identified through the Chapter's Charter Application.

B. Chapter Partners. Partners for a Chapter of the State Program are providers of resources in exchange for volunteer service. Partners and the resources provided for a Chapter of the State Program are outlined in the Chapter's Annual Report to the State Program Office and the State Advisory Committee. Partners for the local chapter may change on a regular basis depending on the project needs of the community and the resources of the chapter.

C. Chapter Donors. Donors of a Chapter of the State Program are those businesses, organizations or persons giving, donating or presenting money, training, equipment or supplies for Chapter activities for no return compensation from the Chapter. Donors and

their donations are reported through the Chapter's annual report to the State Program Office and the State Advisory Committee.

ARTICLE V
Membership

A. Membership Requirements

1. Minimum State Requirements. Membership in the Chapter shall be secured and maintained as established by the Texas Master Naturalist state minimum requirements (see Texas Master Naturalist™ Program, Chapter Management Guidelines, Requirements section).

2. Non-discriminatory Membership. Membership in the Chapter is open to qualifying individuals regardless of race, age (must be 18 years of age or older), sex, religion, disability, or national origin.

3. Voting Membership. Voting membership in the Chapter shall be extended to Texas Master Naturalist Members and Certified Texas Master Naturalists with dues in good standing for the current fiscal year.

4. Annual Dues. Annual Dues are specified in the Chapter Operating handbook.

B. Member Categories

1. Texas Master Naturalist in Training. Volunteer Participant of an official class from the first day of class to the end of the training period continuing until the member has completed the Chapter training requirements.

2. Texas Master Naturalist Member. Volunteer of an official class who has successfully completed the chapter training requirements. This volunteer has paid his or her dues for the current year, but has yet to complete his/her service or certification requirements for the given year.

3. Certified Texas Master Naturalist. Volunteer of a completed class or previously Certified Texas Master Naturalist, who has completed the State or Chapter minimum certification requirements (see Master Naturalist™ Program, Chapter Management Guidelines, Certification section) of the full training class, advanced training and volunteer service hours for the current calendar year and whose dues are in good standing.

4. Honorary Membership. An Honorary Texas Master Naturalist is a person who has made a substantial contribution to the furtherance of the activities of the chapter. Honorary Members shall be entitled to all of the privileges as a Texas Master Naturalist Member of the Chapter without payment of dues, including right to vote.

Honorary members shall be selected by the affirmative two-thirds vote of the membership present at a General Chapter Meeting.

C. Disciplinary Action or Termination

1. Voluntary Termination. A member may voluntarily terminate membership in the Master Naturalist program at any time by communicating that decision in writing to the Board of Directors.

2. Disciplinary Action or Removal. Removal of a member from the membership roll or disciplinary action of a member shall follow the Master Naturalist™ Program Chapter Management Guidelines section on Policy and Procedures for the Disciplining and/or Removal of Members.

D. Membership Transfer. Transfer to or from the Chapter will follow the Master Naturalist™ Program Chapter Management Guidelines section on Membership Transfer.

E. Multiple Chapter Membership. Membership in multiple chapters is not permitted.

ARTICLE VI
Officers and Other Board Members

A. Officers. The officers of the chapter shall be the President, Vice President, Secretary, and Treasurer.

B. Chapter Advisors.

1. Definition. Advisors are typically staff members of the Texas Parks & Wildlife Department or Texas Cooperative Extension.

2. Board Membership and Vacancies. Chapter Advisors are permanent members of the Board. When a vacancy arises in an Advisor position, the replacement is selected collaboratively between the State Program Coordinator, the Chapter President and the exiting Advisor.

3. Duties.
   a. Assists the Chapter in upholding the missions, goals, objectives, operational framework and activities of their respective agency/organization and the State Program.
   b. Ensures that the chapter operates under the mission, goals and objectives of the Texas Parks & Wildlife Department and/or Texas Cooperative Extension.

C. State Representative – Duties

1. Represent the Chapter in state level matters of the Texas Master Naturalist program

2. Attend the semi-annual Volunteer Representative Council meetings.

D. Other Board Members. As shown in the Chapter Operating Handbook.

E. Election of Officers

1. Officers Elected. The only elected positions are those of the officers.

2. Election Process
   a. Nomination. The Nominating Committee, chaired by the past-president with two additional ad-hoc members who are selected by the president with Board approval, shall submit a slate of candidates for officers and publish the slate to the membership in writing 15 days prior to the Annual Meeting.
   b. Nominations from the Floor. Nominations for all positions will be accepted from the floor prior to the election at the Annual Meeting.
   c. Election. The election shall take place by secret ballot at the Annual Meeting and winners determined by a simple majority.
   d. Voice Vote. If only one candidate is nominated for an office, that candidate may be elected by voice vote.
   e. Assumption of Office. The new Board of Directors shall assume their duties at the conclusion of the Annual Meeting.

F. Appointment of Board Members

1. Appointed Positions. All positions other than the officers, past-president and advisors are appointed positions.

2. Appointment Process
   a. Recommendation of Candidates. The Nominating Committee may recommend candidates for the appointed positions.
   b. Selection. All appointed positions on the Board will be determined by a majority vote of the elected officers, past-president and advisors.

G. Terms and Limits. All members of the Board of Directors other than the Advisors shall serve a term of one year, and are eligible for re-election or re-appointment.

H. Vacancies. Any vacancy occurring among the officers or appointed positions of the Board of Directors shall be filled by a majority vote of the remaining Directors for the remaining unexpired term.

I. Removal of Officers and Board Members.

1. Attendance. Any officer or Board members absent from three consecutive Board of Directors meetings shall be subject to removal by a simple majority vote of the Board of Directors.

2. For Cause. Any officer or Board member in serious malfeasance of his/her responsibilities or behavior inconsistent with the principles of the Chapter may be removed from office by a two-thirds vote of the remaining Board of Directors.

ARTICLE VII
Board of Directors and Executive Committee

A. Composition, Rights and Responsibilities

1. Board Composition. The Board of Directors shall include the elected officers, the State Representative, the Chapter Advisors and other appointed Board members as shown in the Chapter Operating Handbook.

2. Authority. The Board of Directors shall have the power to conduct the business of the chapter as defined in these Bylaws or approved by the membership.

3. Authority Boundaries. All resolutions and actions that do not fall within the assigned duties of the Board of Directors or are not assigned by these Bylaws will be presented to, and voted upon by a quorum of the general membership at a duly called and convened general meeting.

4. Nomenclature. The term "Board" when used in these Bylaws in relation to any power or duty requiring collective action means "Board of Directors."

5. Eligibility. All Board members except the Advisor must be Certified Texas Master Naturalists in good standing at the time of election. Good standing is defined as current in dues and in compliance with Texas Master Naturalist Code of Ethics and Standards of Conduct.

6. Voting. All members of the Board have full voting privileges. Resolutions or actions of the Board of Directors shall be effective if passed by the majority vote (or 2/3rd if applicable) of those Board members present at a duly called and convened meeting of the Board of Directors, subject, however, to the quorum requirements listed in Article VIII - "Meetings".

7. Compensation. Board members will receive no compensation for serving on the Board other than expenses that are approved by the Board.

B. Executive Committee

1. Composition. The Executive Committee shall include the elected officers of the chapter.

2. Authority. In the event that Board action is required before a Board meeting can be called or the matter does not warrant calling a special meeting, the executive

committee may take action with the same authority and boundaries as the Board. Such action must be reported to the entire Board within one day of taking the action.

ARTICLE VIII
Meetings

A. Board Meetings

1. Frequency: The Board of Directors may meet as often as required but shall meet at least quarterly.

2. Time and Location. Meetings shall be conducted at a time and location designated by the Board of Directors.

3. Notification. The Chapter membership shall be notified of all Board meetings at least ten days prior to the meeting.

4. Open Meeting. Attendance at the meeting shall be open to the public as well as all Chapter members.

5. Quorum. A majority of the Board members shall constitute a quorum.

6. Alternate Format. Meetings may be held by teleconference or other remote electronic means, so long as a quorum is present and the electronic media permits the democratic participation of all Directors.

B. General Membership Meetings

1. Frequency. General membership meetings or other chapter-sponsored activities will be held on a bi-monthly basis (every two months).

2. Time and Location. Meetings shall be conducted at a time and location designated by the Board of Directors.

3. Notification. Notification of each meeting shall be published in written form via conventional mail, email or other equivalent means to all members at least ten days prior to the meeting.

4. Quorum. Those voting members present at each duly called and convened meeting shall constitute a quorum.

5. Governance. The acts of the majority of the voting members present at each duly called and convened meeting shall be the acts of the General Membership.

C. Annual Meeting

1. Scheduling. The last general meeting of the year will be the annual meeting.

2. Election of Officers and Board members. Elections will be held at the annual meeting.

3. Quorum. Those voting members present at a duly called and convened annual meeting shall constitute a quorum.

4. Other business. Other needed business may be conducted.

D. Special Meetings

1. Calling a Special Meeting. A special meeting may be called at the discretion of the Board of Directors.

2. Notification. Special meetings shall be announced to members by phone, mail, e-mail or other equivalent means at least two days before the meeting date.

3. Quorum. A quorum is 25% of the voting members.

E. Board Action without a Meeting.

1. Rationale. In the event that Board action is required before a meeting can be called or the matter does not warrant calling a special meeting, Board action may be taken without a meeting.

2. Voting. Action may be taken by phone or e-mail by an affirmative vote of a simple majority of the voting members of the Board. Such action must be reported to the entire Board within one day of taking the action.

ARTICLE IX

Compliance with Master Naturalist Code of Ethics and Standards of Conduct

The Chapter's activities, services and programs are consistent with its stated purpose, compatible with its organizational capacity, respectful of the interests of its varied constituencies, and managed with the highest level of professionalism. The Chapter makes every effort to prevent actual, potential or perceived conflicts of interest.

A. Compliance. All members of the Chapter will adhere to the Code of Ethics and Standards of Conduct as established by the State Program.

B. Violation. Violation of either the Code of Ethics or the Standards of Conduct is a serious matter that reflects unfavorably on the entire Chapter. A formal process to investigate a charge of misconduct against anyone who is in training or certified, as well as disciplinary

actions for those found in violation of the Code of Ethics or Standards of Conduct has been established by the State Program and will be used to deal with these violations.

ARTICLE X
Financial Controls

A. Fiscal Year. The fiscal year shall be from January 1 through December 31.

B. Chapter Funds

1. Signature Authority. The Treasurer or President shall sign all checks, drafts or other instruments for payment of money or notes less than $500.00 of the Chapter. The Treasurer or President and one other officer shall sign all checks, drafts or other instruments for payment of money or notes of $500.00 or greater of the Chapter.

2. Expenditure Limits. Any expenditure of more than two hundred and fifty dollars ($250.00) must be approved by a resolution of the Board of Directors.

C. Audits. The Chapter will conduct an annual audit of the financial records of the Chapter. The Treasurer will present the Chapter Financial Books to the Audit Committee which will conduct the examination. Results of the Audit will be reported at the first general meeting after the end of the fiscal year.

D. Gifts and donations.

1. Authority. The Chapter is authorized to accept and receive contributions, donations, and grants from any and all sources.

2. Endorsement. Acceptance of any grant or gift, restricted or unrestricted, does not imply any form of endorsement by the Chapter for the source, services, products, or policies. Nor does it imply any benefit (past, present, or future) to be granted by the Chapter. Acceptance of any contract will not imply any endorsement, benefit or product beyond the deliverable services and products expressly contained in the contract.

3. Right of Refusal. It will be the general policy of the Chapter to accept contributions from any source. However, the Chapter retains the right to refuse any gift where, in the judgment of the Board of Directors, the reputation or perceived image of the grantor may be deemed injurious to the Chapter.

ARTICLE XI
Amendment of Bylaws

A. Approval before Vote. In order to ensure consistency, continuity and adherence to State guidelines, all proposed amendments to these Bylaws must be approved by the Chapter

Advisor and then the State Program Coordinator as a representative of the State Advisory Committee before being submitted to the Chapter's general membership for a vote.

B. Notification. Notice of all proposed amendments to the Bylaws with the date, time and place of consideration shall be presented in written form via conventional mail, email or other equivalent means to members at least 30 days prior to consideration by the membership.

C. Membership Vote. These Bylaws may be amended by a two-thirds vote of members constituting a quorum after the proposed amendment has been approved as required in "Approval before Vote" above.

ARTICLE XII
Dissolution

A. Dissolution Procedures. The chapter may be dissolved via either of the following procedures:

1. By the Membership.
    a. Prior to a vote on dissolution, the State Program Coordinator must approve the proposed dissolution.
    b. The proposal for dissolution must be presented at a regular or special meeting with 30 days announcement to the membership prior to the vote.
    c. A vote of 2/3 of the voting members of the Chapter is required for dissolution.
    d. A letter must be submitted to the State Advisory Committee stating the results of the vote and why the chapter chose to dissolve.

2. By the State Advisory Committee.
    a. This action shall be taken for reasons of gross malfeasance or serious violation of the ethics and standards of conduct of the State Program by the Chapter and the belief that the situation is endemic and irreconcilable within the chapter.
    b. The State Program Coordinator and State Advisory Committee will follow the procedures defined in the Chapter Management Guidelines.
    c. The State Program Coordinator will give notice of this action to the Chapter President and Board of Directors.

B. Distribution of Remaining Assets. Upon the dissolution of the Chapter, its net remaining assets shall be distributed to the State Program Coordinator to continue support and resources for the Chapters and State Program or to other non-profit or charitable organizations involved in our Master Naturalist program activities as approved by the Chapter's Advisors and the State Program Coordinator.