

Galveston Bay Area Master Naturalists
Annual Meeting Minutes
December 6, 2018
Texas AgriLife Building– Walter Hall Park, League City

The meeting was called to order by George Kyame at 7:00 pm.

Officers Present: George Kyame, Julie Massey, Jo Monday, Ellen Gerloff, Lynn Wright, Jim Duron, Patty Trimmingham, Robin Kendrick-Yates, Susette Mahaffey

98 Members present, 22 guests

George welcomed everyone and went over the safety of the building, the fire evacuation route, location of fire extinguishers and AED devices.

1. Announcements
 - a. Dave Bary solicited help for the GISP Walk About on January 19th. Anyone interested in helping should contact him.
 - b. Robin Kendrick-Yates offered a challenge to all members to help pick up trash. Those who signed his petition received a mesh trash bag.

2. Election of officers
 - a. Maureen Nolan-Wilde, member of the nomination committee, presented the 2019 slate of officers:
 - i. President: George Kyame
 - ii. Vice President: Cindy Liening
 - iii. Secretary: Susette Mahaffey
 - iv. Treasurer: Lynn Wright
 - b. Maureen had emailed this slate of officers to the membership in November.
 - c. No other candidates were nominated.
 - d. All officers nominated were elected by a standing vote; there were no votes against.

3. Amendment of Bylaws
 - a. The proposed Bylaws were unanimously approved by the Board on October 2, 2018. Julie Massey, Chapter Advisor, approved the proposed Bylaws on October 15, 2018.
 - b. Michelle Haggarty, State Program Coordinator, approved the proposed Bylaws on December 4, 2018.
 - c. The proposed amendments to the Bylaws with the date and place of consideration were presented to the Chapter membership via email on November 6, 2018, 30 days prior to the vote.
 - d. Out of 94 members in attendance, 75 members voted yes, there were no votes against.
 - e. The proposed Bylaws were approved by a standing vote.

4. Amendment of Chapter Operating Handbook
 - a. The proposed Chapter Operating Handbook was unanimously approved by the Board on November 6, 2018.

- b. The proposed amendments to the Chapter Operating Handbook were presented to the Chapter membership via email on November 6, 2018, 30 days prior to the vote.
- c. Out of 94 members in attendance, 74 members voted yes; there were no votes against.
- d. The proposed Chapter Operating Handbook were approved by a standing vote.

The business portion of the meeting was closed at 7:20pm

Respectfully submitted, Patty Trimmingham

BYLAWS



Galveston Bay Area Chapter Texas Master Naturalist Program™

BYLAWS

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BYLAWS

Galveston Bay Area Chapter

Texas Master Naturalist Program

ARTICLE I

Chapter Relation to State Program/Organization

- A. Parent Organization. The parent organization is the Texas Master Naturalist Program™ or “State Program”.
- B. State Program Sponsors. Sponsors for the statewide Texas Master Naturalist volunteer program are the Texas Parks & Wildlife Department and Texas A&M AgriLife Extension. Sponsors in the Texas Master Naturalist program are those agencies or organizations taking responsibility for the state and local Chapter.
- C. State Committee Role. The State Committee is comprised of Certified Texas Master Naturalist volunteers and employees of the Texas Parks & Wildlife Department and Texas A&M AgriLife Extension. The State Committee sets the minimum standards and curriculum requirements of the statewide program. The Committee also reviews and approves new Chapter development and educational curriculum.
- D. Texas Master Naturalist State Coordinator Role. The Texas Master Naturalist State Coordinator manages the day to day activities of the State Program and provides guidance to all chapters and assists new chapters to become operational. The Coordinator has oversight authority to oversee and audit any Texas Master Naturalist Chapters' practices and procedures for compliance to State Documents and may exercise appropriate remedial action as required up to and including disbanding the offending Chapter.
- E. Commitment to Texas Master Naturalist State Program Requirements. In return for the general supervision, guidance, supplies, resources, and cooperative helpfulness afforded by the statewide Texas Master Naturalist Program a Chapter of the Master Naturalist 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 TMN State Committee.
- F. Bylaws Compliance. All Texas Master Naturalist Chapters must adopt Chapter Bylaws using only the language specified in the State Bylaws Template selecting two Chapter specific options, 1) concerning the ‘Term of Officers’ (see Bylaws, Article V, G.) and 2) the Addendum for 501 (c) (3) Chapters. Chapter Bylaws adoptions and amendments must meet the procedures stated in Article X, Adoption and Amendment of Bylaws.
- G. Revocation Compliance. In the event this chapter ceases to follow Master Naturalist state program guidelines the Chapter agrees to abide by revocation of the chapter’s Charter along with the right to use the Texas Master Naturalist name, title and trademarks.

ARTICLE II

Chapter Sponsors, Partners and Donors

- A. Chapter Sponsors. Chapter Sponsors for a Chapter of the Texas Master Naturalist program 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. Partners. Partners for a Chapter of the Texas Master Naturalist program are providers of resources in exchange for volunteer service. Partners and the resources provided for a Chapter of the Texas Master Naturalist program are outlined in the Chapter's Annual Report to the State Program Office and the State Committee. Partners for the local Chapter may change on a regular basis depending on the project needs of the community and the resource needs of the Chapter.
- C. Donors. Donors of a Chapter of the Texas Master Naturalist program are those businesses, organizations or persons giving, donating or presenting money 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 TMN State Committee.

ARTICLE III

Purpose

- A. Overall Purpose. A 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. In support of the Texas Parks & Wildlife Department and Texas A&M AgriLife Extension, this Chapter shall be an educational, non-profit, volunteer organization dedicated to fulfilling the state program's 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 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 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.

ARTICLE IV

Membership

A. Membership Requirements

1. Minimum Statewide Requirements. Membership in the Chapter shall be achieved by completing the Texas Master Naturalist State minimum requirements of 40 hours of combined classroom and field experiences, 8 hours of Advanced Training and 40 hours of volunteer service. (Reference 'Master Naturalist™ Program', Chapter Management Guidelines, Requirements section)
2. 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.

B. Member Categories

1. Texas Master Naturalist Member-in-Training. Volunteer Participant of an official class from the first day of class to the end of the training period continuing until the Trainee has completed the Chapter Training requirements.
2. Texas Master Naturalist Pledge. Volunteer Participant who has completed the Chapter Training requirements and has yet to complete the State or Chapter minimum Certification requirements for advanced training and volunteer service to become 'Certified' within the calendar year following the end of the training period.
3. Certified Texas Master Naturalist. Volunteer or previously Certified Texas Master Naturalist who has completed the State or Chapter minimum Certification requirements (Reference 'Master Naturalist™ Program', *Chapter Management Guidelines*, Certification section) for advanced training and volunteer service hours for the year.
4. Texas Master Naturalist Member. Volunteer who has previously been a Certified Texas Master Naturalist but has not yet to complete the required volunteer service of 40 hours, and an additional 8 hours of Advanced Training toward re-certification requirements for more than one year.

C. Voting Membership. Voting membership in the Chapter shall be extended to Texas Master Naturalist Member-in-Training, Texas Master Naturalist Pledge, Certified Texas Master

Naturalists, and Texas Master Naturalist Members in “Good Standing” for the current fiscal year. “Good Standing” is defined as current in dues, if required, and in compliance with Master Naturalist Code of Ethics and Standards of Conduct.

- D. 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. The candidate typically is not a Texas Master Naturalist. Honorary Members shall be entitled to all of the privileges as a Texas Master Naturalist Member of the Chapter without payment of dues, including the right to vote as a Member of the Chapter.

The names of candidates for Honorary Membership may be submitted, by any Chapter Member, to the Chapter Board for approval. With Board approval, the candidate for Honorary Membership will be placed before the general membership for a vote. Honorary members shall be selected by the affirmative two-thirds voice vote of the membership present at any General Membership Meeting.

- E. Disciplinary Action or Termination
1. Voluntary Termination. A member may voluntarily terminate membership in the Master Naturalist program by written communication to the Chapter 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.
- F. Membership Transfer. Transfer to or from the Chapter should follow the Master Naturalist™ program Chapter Management Guidelines section of Membership Transfer.
- G. Multiple Chapter Membership. Membership in Multiple Chapters is not permitted.

ARTICLE V

Officers and Other Board Members

- A. Officers. The Officers of the Chapter shall be the President, Vice President, Secretary, and Treasurer. The Officers shall be elected by the Chapter membership at the last General Membership Meeting of the calendar year.
- B. Chapter Advisors
1. Home Base. Advisors are typically staff members of the Texas Parks & Wildlife Department and/or Texas A&M AgriLife 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 TMN state 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 Master Naturalist statewide program.
- b. Ensures that the Chapter operates under the mission, goals and objectives of the Texas Parks & Wildlife Department and/or Texas A&M AgriLife Extension.

C. State Representative – Duties

1. Represent the Chapter in State level matters of the Texas Master Naturalist program
2. Attend the semi-annual State Volunteer Representatives Council meetings.

D. Other Board Members. Other Board Members must include the Past-President position and other Board Members as required 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 Officer Nominating Committee, chaired by the Past-President with a minimum of two additional ad-hoc members who are selected by the President with Board approval, shall submit a slate of candidates for Officers to the President. The President must publish the slate to the Chapter membership in writing 15 days prior to the last General Membership Meeting before the end of each calendar year.
 - b. State Coordination. The State Master Naturalist Coordinator(s) may provide oversight and additional input to an individual Chapter's nomination process.
 - c. Nominations from the Floor. Nominations for all positions will be accepted from the floor prior to a vote at the last General Membership Meeting of the calendar year.
 - d. Election. The election shall take place by secret ballot, or as stated in the local Chapter Operating Handbook, at the last General Membership Meeting of the calendar year and winners determined by a simple majority.
 - e. Single Candidate. If only one candidate is nominated for an office, that candidate may be elected by voice vote.
 - f. Assumption of Office. The newly elected Officers shall assume their duties within the month of January of the following calendar year.

F. Appointment of Board Members

1. Appointed Positions. All positions other than the Officers, Past-President and Advisors are appointed positions.

2. New Class Director Appointment. The Officer Nominating Committee or an ad-hoc committee selected by the sitting President shall recommend candidate(s) for the New Class Director position to the sitting Board for confirmation following the last formal training class session of each year. The New Class Director shall assume his/her duties following appointment and confirmation by the sitting Board.
3. Appointment Process for Board Members other than New Class Director
 - a. Recommendation of Candidates. The incoming President must recommend candidates for the appointed positions to the newly elected Officers following the last General Membership Meeting. The President may use the Officer Nominating Committee or may appoint a separate ad hoc committee to recommend candidates for his/her consideration.
 - b. Selection. All appointed positions must be confirmed by a majority vote of the newly elected Officers, Past-President and Advisor(s) prior to the end of the calendar year in which they are elected.
 - c. Assumption of Office. The newly appointed Board Members shall assume their duties within the month of January of the following calendar year.
- G. Terms and Limits. All members of the Board of Directors shall serve for a period of 12 months, and are eligible for re-election or re-appointment.
- H. Vacancies. If any Officer or other member(s) of the Board of Directors resigns or is unable to fulfill their duties of the office, the President shall select a slate of candidates qualified to fill the vacancy and be approved by a majority vote of the remaining Board members for the remaining unexpired term of the vacancy.
- I. Removal of Officers and Board Members.
 1. Attendance. Any Officer absent from three consecutive Board of Directors meetings without notice and/or excused absence shall be subject to removal by a simple majority vote of the Board of Directors. Any Board member other than an Officer absent from three consecutive Board of Directors meetings without notice and/or excused absence shall be subject to removal by a simple majority vote of the Officers of the Chapter.
 2. For Cause. Any Officer in serious malfeasance of their responsibilities or behavior inconsistent with the principles of the Texas Master Naturalist Chapter may be removed from office by a two-thirds vote of the remaining Board of Directors. Any Board member other than an Officer in serious malfeasance of their responsibilities or behavior inconsistent with the principles of the Texas Master Naturalist Chapter may be removed from office by a two-thirds vote of the Officers of the Chapter.

ARTICLE VI
Board of Directors and Executive Committee

A. **Composition, Rights and Responsibilities**

1. **Board Composition.** The Board of Directors shall include the Officers, the State Representative, the Advisors and other Board members as shown in the local 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 with the approval of 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 membership 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 must be Texas Master Naturalist Members or Certified Texas Master Naturalists in "Good Standing" at the time of election. The only exception is that the Advisor(s) does not have to be a Texas Master Naturalist. "Good Standing" is defined as current in dues and in compliance with 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 VII - "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 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 VII
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 at least once every two months. Special meetings may be called at the discretion of the President.
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. Last General Membership Meeting (Election of Officers)

1. Scheduling. The last general Chapter meeting of the calendar year will be known as the last General Membership Meeting.

2. Election of Officers. Election of Officers will be held at the last General Membership Meeting.
3. Quorum. Those voting members present at a duly called and convened last General Membership Meeting shall constitute a quorum.

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 VIII

Compliance with Master Naturalist Code of Ethics and Standards of Conduct

- A. Compliance. All members of the Chapter will adhere to the Code of Ethics and Standards of Conduct as established by the Texas Master Naturalist 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 a Member of any status, as well as disciplinary actions for those found in violation of the Code of Ethics or Standards of Conduct has been established by the Texas Master Naturalist Program and will be used to deal with these violations.

ARTICLE IX
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 Chapter money or notes up to \$1000.00 for the Chapter. The Treasurer and President or the Treasurer and one other Officer approved by the Board shall sign all checks, drafts or other instruments for payment of money or notes of \$1000.00 or greater for the Chapter. Writing multiple checks, drafts or other instruments for payment of Chapter money or notes to the same entity for the same purpose to avoid the two signature requirement is prohibited.
 2. Expenditure Limits. Expenditure limits will be established and approved by the Board of Directors as set forth in the Chapter Operating Handbook.
- C. Financial Examination. The Chapter will conduct an examination of the financial records of the Chapter prior to the last scheduled Board meeting of the calendar year to review the Chapter's financial activities since the prior examination. The Treasurer will present the Chapter Financial Books to an ad hoc Financial Examination Committee. Results of the financial examination will be reported to the Board of Directors for approval at the last scheduled Board meeting of the calendar year. The report or a summary thereof may also be presented to the membership at the first general membership meeting of the new calendar 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 X

Adoption and Amendment of Bylaws

- A. State Bylaws Template. The Texas Master Naturalist Program provides a template for all Chapters to use to adopt and amend individual Chapter Bylaws. All Chapter Bylaws must be uniform across all Chapters and are to be adopted verbatim by each Chapter selecting an option for the 'Term of Officers' and an option for an Addendum for 501 (c) (3) Chapters. Chapters that desire to meet additional requirements to be recognized as a tax-exempt organization may or may not adopt the Addendum for 501 (c) (3) Chapters.
- B. Approval Before Vote. In order to ensure consistency, continuity and adherence of statewide guidelines, the initial Chapter Bylaws and any subsequent proposed amendments to Chapter Bylaws must be submitted in writing for approval by the Chapter Advisors and then the Director of the Texas Master Naturalist Program as a representative of the TMN State Committee before being submitted to the Chapter's general membership for a vote.
- C. Notification. Notice of the proposed adoption of Chapter Bylaws and all proposed amendments to the Chapter 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.
- D. Membership Vote. These Bylaws may be amended by a two-thirds vote of members constituting a quorum after the proposed amendment has been approved by the Chapter's Advisors and the Director of the Texas Master Naturalist Program acting on behalf of the TMN State Committee.

ARTICLE XI

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 Director of the Texas Master Naturalist Program 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 certified members present at the regular or special meeting is required for dissolution.
 - d. A letter must be submitted to the State Committee stating the results of the vote and why the Chapter chose to dissolve.
 - 2. By The TMN State Committee.
 - a. This action shall be taken for reasons of gross malfeasance or serious violation of the ethics and standards of conduct of the Texas Master Naturalist organization by the Chapter and the belief that the situation is endemic and irreconcilable within the

Chapter.

- b. The Program Coordinator and State Committee will follow the procedures defined in the Chapter Management Guidelines.
- c. The Program Coordinator will give notice of this action to the Chapter President and Board of Directors.

3. Merger With Another Chapter. As an alternative, a Chapter may petition the State Program Coordinator to dissolve the Chapter and to merge with an adjoining Chapter. The acquiring Chapter's membership and Board of Directors must be in agreement with the merger and formally approve the acquisition. The 'dissolving' Chapter's request must follow the guidelines of ARTICLE XI ,paragraph 'A' 1.

B. Distribution of Remaining Assets.

1. Dissolution Via ARTICLE XI, 'A' 1 & 2. 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 Statewide 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.
2. Dissolution Via ARTICLE XI, 'A' 3. The Chapter requesting dissolution may petition the State Program Coordinator to transfer their remaining assets to the acquiring Chapter, to be held in trust for a nominal period of time, to be utilized by the acquiring Chapter to support activities in counties of the dissolving Chapter to support activities consistent with the mission of the Texas Master Naturalist program. At the end of that nominal period, the remaining funds would become the assets of the acquiring Chapter.

501(c)(3) Addendum

Article I – Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest

- b. The chairperson of the governing Board of committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflict of Interest Policy
- a. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the governing Board and all committees with Board-delegated power shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for the discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

- a. A voting member of the governing Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each director, principal officer and member of a committee with governing Board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII – Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

CHAPTER OPERATING HANDBOOK



Galveston Bay Area Chapter Texas Master Naturalist Program

December 2018

**Galveston Bay Area Chapter
Texas Master Naturalist Program**

CHAPTER OPERATING HANDBOOK

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OPERATING HANDBOOK

Galveston Bay Area Chapter

Texas Master Naturalist Program

I: CHAPTER ORGANIZATION

The documents governing the Chapter will be this Chapter's Bylaws and the guiding practices found in the Chapter Management and Operations Protocols and the Chapter's Operating Handbook. In case of conflicting language, first the Chapter's Bylaws, second the Chapter Management and Operations Protocols shall govern the Chapter's Operating Handbook. The Chapter will be structured for governance as follows.

A. BOARD

1. Officers

The duly elected Officers shall consist of:

- President
- Vice President
- Treasurer
- Secretary

The terms and limits of office: All elected Officers shall serve for a period of 12 months and are eligible for re-election. Board members may serve a maximum of three (3) consecutive terms in any one Board position. A Board member may serve a maximum of six (6) consecutive years on the Board. After one year away from the Board, a member is eligible for reelection to a Board office.

2. Duties of Officers

The duties of Officers are defined in the following:

President

- a. Serve as Chair of the Board of Directors
- b. Prepare and distribute the agenda for Board meetings
- c. Preside over Board and Chapter meetings
- d. Sign all Board-approved documents that may be legally binding on the Chapter
- e. Co-sign checks with the Treasurer or another designated Chapter Officer for amounts over \$1,000

- f. Authorize in writing credit/debit card and PayPal transactions for accounts greater than \$1,000
- g. Present a summary of the Chapter's accomplishments at the Chapter's first general meeting of the new year
- h. Prepare correspondence between the Chapter and the State Office, other Chapters or State agencies as appropriate
- i. Review Chapter's completed annual report before submission to State office
- j. Communicate with Board and Chapter Members as needed; conduct votes by remote communications technology including email on issues between meetings as required by Section B, Responsibilities of the Board paragraph 4
- k. Appoint all committee Chairs and be an ex-officio member of all committees, assisting as appropriate
- l. Appoint and present a slate of candidates for all new Director positions for review and approval by a majority vote of the elected Officers, Past-President, and Advisor(s)
- m. Become Immediate Past President upon completion of term as President
- n. Encourage all Officers and Directors to read and be familiar with their duties, responsibilities and program guiding documents (i.e. Bylaws, Protocols, etc.) stated in the Chapter Operating Handbook
- o. Represent the chapter to the public and to the State
- p. Ensure that before the Chapter makes any written commitments to County Governments, City Councils, etc., or executes Contracts or Memorandums of Understanding with other entities, that the TMN State Coordinator's approval is obtained
- q. Be the Chapter's representative to State Annual Meeting or appoint a Chapter State Representative (See Chapter State Representative under 3. Directors)
- r. Facilitate a retreat of all newly elected Officers and Directors with the outgoing Board members before the Board meeting in February to facilitate exchange of responsibilities and chart the Chapter's new year
- s. Write donor appreciation letters
- t. Present Recognition Awards to out-going Officers and Board members

Vice President

- a. Assist the President and act for the President in his/her absence
- b. Prior to the September Board meeting, meet with the President to establish Chapter and Board meeting dates for the following year, to be presented for review and approval at the September Board meeting
- c. Participate as a member of the Annual Financial Examination Committee
- d. Co-sign checks and drafts for the Chapter when needed
- e. Chair the Program Committee scheduling Chapter programs for membership meetings
- f. Select and secure the venue for bimonthly Chapter meetings for the following year based on approved Board meeting dates
- g. Schedule chapter field trips

- h. Schedule and coordinate annual Chapter social activities

Treasurer

- a. Receive all dues and monies for the Chapter and maintain them in a Chapter bank account
- b. Develop and maintain an annual budget for the Chapter with input and approval by the Board of Directors. The proposed budget should be finalized and submitted for approval prior to the start of the new calendar year
- c. Pay all bills upon receipt of a written statement or receipt for approved expenses. Treasurer and President or Vice President shall sign all checks, drafts or other instruments for payment of money or notes of the Chapter. In the absence of the Treasurer, the President and Vice President may sign any instruments for payment or notes of the Chapter
- d. For all payments greater than \$1,000, the Treasurer must co-sign the payment instrument with the President
- e. Submit all annual financial records, reports and audits as required by law (and/or sponsoring agencies)
- f. Present a financial report from the Chapter's financial management system at all Board meetings that includes the status of all financial transactions and bank statement reconciliations
- g. Present the financial records to the annual Financial Examination Committee before the last Board meeting of the calendar year
- h. Keep an account of all income, expenses, disbursements and other financial matters including a hard copy file of such documentation for seven years plus the current calendar year
- i. Make available all financial reports and documents to any Chapter member and/or Advisors as may be requested
- j. Maintain the financial records of the Chapter using a financial management system such as QuickBooks, Quicken, or equivalent method software processing systems that is able to produce quality financial reports easily understandable by any Chapter Member and/or Advisor
- k. The Chapter's financial management system must meet Generally Accepted Accounting Principles (GAAP) using either accrual, modified accrual accounting, or modified cash basis

Secretary

- a. Conduct all necessary Chapter correspondence
- b. Record, publish and preserve the minutes of all meetings of the Board of Directors, General Membership meetings or special meetings
- c. Furnish the minutes to all Board members and make them available to other Chapter members when requested
- d. Keep a record of attendance at each Board meeting and whether a quorum is present

- e. Maintain a hard copy file or a secure digital record keeping system of all minutes and correspondence according to the Chapter's Data Retention policy
- f. Bring to each Board meeting the minute book, a copy of the Bylaws, Chapter Management and Operations Protocols, the Chapter Operating Handbook, a list of all committee membership and a copy of the parliamentary authority adopted by the Chapter
- g. Oversee the Historian/Archivist

3. Directors

The duly Appointed Directors shall consist of, but not limited to, the following:

- Immediate Past President
- Membership Director
- New Class Director
- Communications Director
- Advanced Training Director
- Volunteer Service Director
- New Class Representative(s)
- State Chapter Representative
- Advisor(s)

All Director positions are by appointment and approved according to the Chapter Bylaws ARTICLE V.F and V.G.

The terms and limits of office: All appointed Directors shall serve for a period of 12 months and are eligible for re-appointment.

4. Duties of Directors

The duties of Directors shall be to assist the Officers in their respective responsibilities. In addition, their specific duties are listed below. All Directors and Advisors are voting members of the Board. Voting shall be by individuals and no one may cast more than one vote even though they may be appointed or elected to more than one Board position.

Immediate Past President

- a. Provide continuity from prior Board of Directors with counsel for undocumented procedures and works to document those procedures
- b. Lead an annual review and update if necessary of the Chapter's Chapter Operating Handbook document
- c. Assist the President
- d. Chair the Nominating Committee (Ref. Chapter Bylaws, Article V.E.2)
- e. In the absence of an Immediate Past President, the President will reassign above responsibilities as needed

Membership Director

- a. Maintain a roster of all Chapter members with pertinent contact information,
- b. Oversee Chapter position of Data Manager
- c. Monthly maintain and publish names of Members achieving certification and milestone awards
- d. Present awards frequently at Chapter meetings
- e. Manage the Chapter's use of the TMN Volunteer Management System (VMS), (Ref. State Chapter Management and Operations Protocols, Article VI, Volunteer Service Requirements) for reporting volunteer service hours and Advanced Training
- f. Supervises the VMS Chapter Administrator(s) activity for in reviewing and approving volunteer service hours and advanced training for accuracy, correct categorization and appropriateness
- g. Ensure all Members or a Member-in-Training receives appropriate training to use the TMN VMS
- h. Compile the State Annual Report with the support of the preceding year's President and Data Manager

New Class Director

- a. Form the Training Class Committee
- b. Serve as Manager for the New Class, planning, curriculum development, calendar, instructors, venue, reception, etc., through graduation
- c. Recommend the class tuition to the Board of Directors
- d. Organize, publicize and manage New Class Application process
- e. Manage the Chapter's Mentor Program (Ref. State Chapter Management and Operations Protocols, Appendix II, Mentor Program)
- f. Work with the Membership Director to manage the Mentor Program and the new class application process
- g. Ensures each Member-in-Training receives appropriate training to use the TMN VMS

Communications Director

- a. Oversee a committee(s) or positions performing the functions of:
 - Publicity
 - Newsletter Editor
 - Webmaster
 - Social Media
 - Hospitality
- b. Write publicity press releases for print and electronic media covering New Class Application, Chapter meetings and special events
- c. Arrange for printing and distribution of New Class Recruiting Brochure
- d. Finalize and maintain a Chapter Data Retention Policy approved by the Board

- e. Oversee social media content and formats used by the Chapter Members. Social media should follow TMN Marketing & ID Guidelines as well as TPWD and Texas A&M AgriLife Extension Service policies

Advanced Training Director

- a. Develop a form for Members to request that a program be considered for an Advanced Training Code
- b. Recruit committee members and oversee activities of the Advanced Training Committee to schedule, plan, manage and maintain records of Advanced Training activities
- c. Review and recommend for approval or disapproval all Advanced Training requests and events
- d. Assign Advanced Training Codes and Advanced Training Titles to qualifying events and notify Chapter membership of approved Advanced Training opportunities
- e. Set up and manage Advanced Training opportunities in the Chapter's TMN VMS
- f. Use State Chapter Management and Operations Protocols, Article V. Advanced Training Requirements, including VMS, to review and approve Advanced Training Codes

Volunteer Service Projects Director

- a. Oversee a committee(s) or positions performing the functions of
 - o Outreach
 - o Volunteer Service Projects
- b. Develop a form for Members to request a Volunteer Service Project Code
- c. Review and recommend for approval or disapproval all Chapter volunteer service project opportunity requests using the State Chapter Management and Operations Protocols, Article VI Volunteer Service Requirements as a guide to review and approve.
- d. Use State Chapter Management and Operations Protocols, Article VI. Volunteer Service Requirements, including VMS, to review and approve Volunteer Service Project Codes
- e. Ensure that a complete description of those Project activities for which volunteer service hours may be accumulated. Ensures detailed descriptions are promptly posted in Chapter VMS Opportunities.
- f. Assign Volunteer Service Project Codes to qualifying projects and publicize to Chapter Members
- g. Maintain the list of Chapter Partners and Sponsors

New Class Representative(s)

- a. Represent the New Class as a member on the Board attending all Board meetings

- b. Participate as a member of the annual Financial Examination Committee
 - c. Attend selected New Class training sessions to provide the new class insight into the New Class Representative Board position
- Chapter State Representative
 - a. This position should be assumed by the President or appointed from the Board membership by the President.
 - b. Work as a Chapter liaison with the State Program Coordinator
 - c. Represent the Chapter in State level matters of the Texas Master Naturalist Program
 - d. Review draft State Documents as requested
 - e. Help with coordination of activities at the Annual State Conference
 - f. Help in finding presenters for the Annual Conference
 - g. Enhance the communication between the State and the Chapters
 - h. Help guide and educate the Member Chapter's new Officers and Directors through use of the state governing documents
 - i. Participate in conference calls as requested
 - j. Attend the Annual State Conference if possible
 - k. Attend the semi-annual State Volunteer Representatives Council meetings

Advisor(s)

Reference State Chapter Management and Operations Protocols, Appendix I, Advisor Guidelines and Article V, B, State Bylaws

The Chapter-Advisor relationship is not a one-way street, in that the Chapter and its leaders also have responsibilities. These responsibilities include an appropriate level of communication, providing opportunities for Advisor interaction and a commitment to the success of the organization as a whole.

B. RESPONSIBILITIES OF THE BOARD

The Board is responsible for the success of the Chapter and has the authority to conduct the business of the Chapter as defined in the Chapter Bylaws (Ref: Article VI, A. 2-3). All business before the Board requires approval of either a majority vote of Board Members in attendance at a Board meeting where a quorum is present, or a majority vote of all Board members using Remote Communications Technology.

All official Board communications, i.e., voting, etc., via electronic media, shall be recorded and contained in the Chapter Secretary's records.

1. Committee Oversight. All committees and their activities are subject to review and approval by the Board.
2. Expenditure Limits. Any expenditure exceeding \$250.00 must be approved by a resolution of the Board of Directors
3. Chapter Business. The Board shall conduct the business functions of the Chapter as may be stated in the Chapter Bylaws, Chapter Management and Operations Protocols and the local Chapter Operating Handbook.
4. Voting by Remote Communications Technology. A meeting of the Board or the Nominating Committee may be held by means of a remote electronic communications system, including videoconferencing technology, email, or the Internet, only if:
 - a. three business days' notice is given to each person entitled to participate in the meeting and includes relevant information to be discussed; and
 - b. the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate with each other; and
 - c. motions are made and votes are recorded in the written minutes of the meeting; and
 - d. documentation of each of the requirements of paragraph a, b, and c above must be contained in the secretary's minutes.
5. Establishment of Dues. The Board of Directors may, with approval of a majority of members present at a duly called and convened general membership meeting, set and change the amount of an initiation fee, if any, and the annual dues, if any, payable to the Chapter. The Board of Directors must notify all voting members 60 days prior to the general meeting that the subject of dues or their increase will be brought before the convened general membership for action. The Board of Directors, under special circumstances, may waive, in part or in whole, individual membership fees on a case- by-case basis, if approved by a majority vote of the Board of Directors.

Dues Schedule. Dues shall be payable on or before the first day of January for each fiscal year. If dues are not paid by March 31 in each fiscal year, then all privileges afforded a 'Certified Member' are rescinded until dues are paid. A Texas Master Naturalist Member who is not current in the payment of dues, if required, by the end of the calendar year, will be considered "inactive" for purposes of the State Annual Report.

C. COMMITTEES

All committees serve subject to the oversight and approval of the Board. The President appoints the Chair of the Standing Committees. The Chair is responsible for seeing that the Committee fulfills the responsibilities and objectives for which it was formed.

1. Standing Committees
 - Executive Committee
 - Training Committee

- Membership Committee
- Volunteer Service Projects Committee
- Advanced Training Committee
- Communications Committee
- Newsletter Committee
- Outreach Committee
- Historian/Archivist
- Chapter Store Chairperson
- Hospitality

- Executive Committee
 - a. The Executive Committee shall be comprised of the elected Officers of the Chapter
 - b. Authority: Reference Chapter Bylaws, Article VI, B. 2. Authority

- Training Committee
 - a. Serves under the leadership of the New Class Director for the Chapter's training program
 - b. Plans, implements and evaluates the Chapter training curriculum and develops training calendar
 - c. Acquires the TMN State Curriculum for each new Member-in-Training and prepares additional class materials
 - d. Select all presenters and make arrangements for their class/presentation including materials, handouts and audio-visual equipment needed for the class/presentation
 - e. Arranges for speaker gifts, travel, lodging needs, confirmation, and thank you letters
 - f. Arranges for publicity – newspapers, flyers, brochures, electronic media
 - g. Arranges for training venue, and required facilities equipment for all class periods
 - h. Facilitates class field outings/trips
 - i. Hosts initial New Class social and presentation reception
 - j. Arranges for refreshment amenities during class periods

- Membership Committee
 - a. Serves under the leadership of the Membership Director, typically composed of the Data Manager(s)
 - b. Manages and/or assists in managing the Chapter's records and reports within the TMN VMS.
 - c. Maintains a roster of the Chapter Member's names, including Members-in-Training, plus pertinent contact information within the TMN VMS
 - d. Maintains a record of volunteer and advanced training hours within the TMN VMS
 - e. Supports the Membership Director in ensuring that VMS time reported is accurate and fitting of the activity description and criteria
 - f. Frequently reports the names of Members who have achieved Certification, Re-

certification, and Milestone awards so that the Members can quickly be recognized

- Volunteer Service Projects Committee
 - a. Support Volunteer Service Projects Director in reviewing, organizing, assigning codes and notifying Chapter members of approved Volunteer Service opportunities and projects
 - b. Assists in drafting a complete description of those Project activities for which volunteer service hours may be accumulated and assures such detail descriptions are promptly posted in the Chapter VMS Opportunities
 - c. Assists in managing project opportunities with the Chapter's TMN VMS

- Advanced Training Committee
 - a. Schedule, plan, manage and maintain records of Advanced Training activities
 - b. Supports Advanced Training Director in reviewing, organizing, assigning codes and notifying Chapter Members of approved Advanced Training opportunities

- Communications Committee
 - a. Develop a communications strategy for the Chapter
 - b. Develop and maintain websites and social media content and formats in accordance with the communications strategy
 - c. Develop and maintain methods to notify Chapter members of events, volunteer activities and Chapter notices via email or other distribution methods.

- Newsletter Committee
 - a. Collects, produces, and distributes Chapter and state TMN news in the Chapter's Newsletter
 - b. Solicits and accepts contributions from Officers, Directors and Members for the Newsletter
 - c. Assists the Chapter Communications Director, as necessary

- Outreach Committee
 - a. Coordinates the Chapter outreach activities under the direction of the Volunteer Service Director
 - b. Ensures that outreach booths are staffed when planned
 - c. Acquires and maintains a Chapter display board
 - d. Coordinates activities with the Chapter Webmaster
 - e. Assists the Training Committee in promoting the Chapter
 - f. Assists the New Class Director and Membership Director as necessary

- Historian/Archivist
 - a. Maintains the historical records of the Chapter under the direction of the Secretary
 - b. Historical records include but are not limited to: training classes, projects, recognitions, events, elections, meetings, Chapter scrapbook and Chapter Newsletter

- archives
 - c. Assists the Chapter Secretary as necessary
- Chapter Store Chairperson
 - a. Maintains an inventory of sales items
 - b. Submits a store inventory two times per year for review by Treasurer and Board
 - c. Creates a duplicate receipt for each item sold
 - d. Provides Treasurer with report of items sold, receipts and money
 - e. Establishes and maintains Budget for the Chapter Store
- Hospitality
 - a. Contacts or sends cards to Chapter members who are ill, hospitalized, or experience a death in family
 - b. Contacts or sends cards to Chapter members who are recognized for outstanding work in the media
 - c. Sends thank you cards to donors or others
 - d. Works under the direction of the Communications Director

2. AD HOC Committees

Ad Hoc committees are formed for a particular and specific short-term purpose.

- Annual Financial Examination Committee
- Officer Nomination Committee
- Director Nomination Committee
- Other Ad Hoc Committees
- Annual Financial Examination Committee
 - a. Responsible for conducting the annual examination of the financial records of the Chapter. Members will include the Vice-President, New Class Representative, Secretary and Advisor(s) if applicable.
 - b. The President appoints the Chair. The Treasurer provides the financial records for review.
 - c. The results of the Financial Examination will be reported to the Board and recorded in the minutes of the following Board meeting with signed attestations from each member of the committee.
- Officer Nomination Committee
 - a. Proceed in accordance with Chapter Bylaws, Article V, E. 2. Election Process.
 - b. The Past President will chair the Officer Nomination Committee formed by Chapter Members who are appointed by the Chapter President. The committee will present their slate of Officer candidates to the President, taking into account the following

- attributes.
- c. The Officer Nomination Committee shall endeavor to select candidates from the Chapter membership who demonstrate appropriate skills for managing the office of President, Vice President, Secretary and Treasurer; and where possible, with an eye to increasing diversity. Diversity being not limited to sex, ethnicity, creed, or national origin, but including attributes such as age, sexual orientation, gender identity, formal education, background experience, and county of residence. Preference may be given to candidates whose total time in any Board capacity and total time of service in a single Board position is less than other candidates for the same position. Selection of candidates based on these additional diversity attributes would maintain experience and continuity for the Board while recruiting new Members to serve. Officer candidates must be Certified Members of the Chapter, except for Chapters in their first year of operation.
 - d. The Officer Nomination Committee must review the required skills, duties and responsibilities of each Officer position with the proposed candidate to assess the candidate's understanding and willingness to perform the functions of the office prior to nominating the candidate for any position.
 - e. The President must publish the slate of candidates to the Chapter membership in writing, 15 days prior to the last general membership meeting before the end of the calendar year.
 - f. The Officer Nomination Committee will present a slate of candidates and conduct the election process at the last general membership meeting of the calendar year.
 - g. This committee will also serve when an Officer or Board vacancy occurs which requires candidates. The committee may serve at the request of the incoming President upon election to present a slate of Director Candidates.
 - h. The TMN State Program Coordinator may provide oversight to a Chapter's nomination process.
- Director Nomination Committee
 - a. Proceed in accordance with Chapter Bylaws, Article V, F. 3 Appointment Process for Board Members other than New Class Director. The Director Nomination Committee may be created at the discretion of the incoming President.
 - b. The incoming President will chair the Director Nomination Committee formed by Chapter Members who are appointed by the incoming Chapter President. The committee will present their slate of Director candidates to the incoming President, taking into account the following attributes.
 - c. The Director Nomination Committee shall endeavor to select candidates from the Chapter membership who demonstrate appropriate skills and where possible, with an eye to increasing diversity. Diversity being not limited to sex, ethnicity, creed, or national origin, but including attributes such as age, sexual orientation, gender identity, formal education, background experience, and county of residence. Preference may be given to candidates whose total time in any Board capacity and total time of service in a single Board position is less than other candidates for the same position. Selection of candidates based on these additional diversity attributes

would maintain experience and continuity for the Board while recruiting new Members to serve.

- d. The Director Nomination Committee must review the required skills, duties and responsibilities of each Director position with the proposed candidate to assess the candidate's understanding and willingness to perform the functions of the position prior to nominating the candidate.
- e. The incoming President will present a slate of Director candidates to the newly elected Officers, Past President and Advisor(s) for confirmation by a majority vote of this Executive Committee prior to the end of the calendar year in which they are elected.
- f. The TMN State Program Coordinator may provide oversight to a Chapter's nomination process.

- Other Ad Hoc Committees

- a. May be formed by the Board as needed to address specific tasks or purposes.

II: MEMBERSHIP

Membership in a Chapter is open to qualifying individuals regardless of race, age (must be 18 years of age or older), sex, sexual orientation, gender identity, religion, disability or national origin. All persons who are Chapter Members or persons applying for TMN membership must submit to, and pass the required Criminal Background Check.

Member Categories (Reference Chapter Bylaws, Article IV, Membership)

- Texas Master Naturalist-in-Training
- Texas Master Naturalist Pledge
- Certified Texas Master Naturalist
- Texas Master Naturalist Member
- Honorary Texas Master Naturalist

1. Where Chapters have established dues, by a majority vote of Chapter Members, a qualifying Member must be current in the payment of those dues as defined by the local Chapter Operating Handbook.
2. Members may readily transfer between Chapters within the State of Texas, but must meet all requirements of membership for the Chapter into which they are transferring.
3. Members who may have been 'inactive' for some reason, may petition a local Chapter for reinstatement, providing all Chapter membership requirements are met.
4. Two documents are required of all members and will be held in the office of the Chapter's Advisor. These documents may be printed on the same page.

- Hold Harmless Agreement

- Use of Image and/or Voice (option to allow or deny)

III: ADOPTION AND AMENDMENT OF THE CHAPTER OPERATING HANDBOOK

1. Adoption.
 - a. Initial adoption and ratification of the COH and Appendices will be by a majority vote of those present at the next scheduled general membership meeting following written distribution of the proposed COH to the general membership ten (10) days before the meeting, with notice that the ratification vote will be held at the next general membership meeting.
 - b. Written distribution may be via conventional mail, email or other equivalent means.
2. Amendment.
 - a. Changes and amendments may be proposed by the Board of Directors at a regular Board meeting with a two-thirds vote of the Board Members in attendance. The general membership must be notified in written form of the proposed changes or amendments ten (10) days before the next Board meeting and be given an opportunity at that Board meeting to voice any concerns about the changes or amendments.
 - b. The general membership must then be notified in written form of the final proposed changes or amendments ten (10) days before the next general membership meeting at which time a membership vote will be held.
 - c. Written form may be via conventional mail, email or other equivalent means.
3. State Office Notification
 - d. Once a Chapter has adopted a revised and/or amended Chapter Operating Handbook, an electronic copy must be sent to the TMN State Coordinator within 30 days.

IV: APPENDICES

- VMS Training Document
- Hold Harmless Agreement
- Use of Image and/or Voice (option to allow or deny)
- Advanced Training Request Form
- Volunteer Service Request Form