

New Paltz Gardens for Nutrition, Inc.
New Paltz NY 12561

By-Laws

Introduction

The New Paltz Gardens of Nutrition, Inc. responding to changing situations and following up on suggestions voted on at meetings, actual alterations at the garden site, and with passage of time, presents these by-laws as a revision to be used to govern meetings and events. (Written and approved by the Board of Directors in 1988 and last revised February 1,

2017)

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Article I: Purpose and Incorporation

Section A: Purpose

The Gardens for Nutrition is in existence in order to:

Educate all members of our community in organic and sustainable gardening practices.

Bring people together with land through gardening.

Promote health and recreation.

Bring community members with common interests together.

Enhance the feeling of community spirit and community gardening.

Continue to improve and to beautify the land we use.

Promote sustainable methods of land conservation and use.

Article II: Officers

Section A: General

The officers of the corporation shall be a President, a Vice-President, a Treasurer, a Plot Coordinator, and a Secretary.

If desired, the positions of Secretary may be divided into two positions, that of Recording Secretary and Corresponding Secretary.

The officers shall hold office until the annual meeting of the corporation and until their successors shall have been elected, or they themselves reelected.

Officers shall take office at the conclusion of the annual meeting of the corporation.

No person shall hold the office for more than three (3) successive terms.

All officers shall be ex-officio members of the Board of Directors.

Section B: Duties of the Officers

PRESIDENT

The President shall preside at all meetings of the corporation and shall be a member of all committees, with full right to vote therein.

The President may call and conduct conferences of members of the board.

The President shall be responsible for the execution of all documents and instruments on behalf of the corporation as directed by the Board of Directors, with the exception that the President is not authorized to borrow money or issue notes for the corporation without the prior approval of a majority of the entire Board. The President can delegate these responsibilities to other individuals or committees.

The President, together with the Secretary, has the duty of seeing such reports as may be required by law are duly filed.

The President shall have general administrative responsibility for the programs and budget of the corporation. This responsibility shall include, but not be limited to: day-to-day management of the affairs of the corporation, public relations, solicitation of contribution, and development of proposals for program funding, consistent with policies that shall be enacted by the Board. The Board and/or President can delegate any or all of these tasks to other individuals and committees.

VICE-PRESIDENT

The Vice-President shall perform all duties of the President during the latter's absence or disability, and shall succeed to the office of President in the event of withdrawal or resignation of the President for any reason.

The Vice-President shall also perform such tasks as the President or Board of Directors may assign him/her.

PLOT COORDINATOR

A. Plot coordinator shall coordinate all transactions assignment of plots, with the assistance of Board members, when necessary.

SECRETARY

The secretary shall keep a record of the proceedings of the corporation and the Board of Directors, and shall perform the usual duties of such office.

The Secretary shall assist the President with the filing of required legal papers.

The Secretary shall notify all members of New Paltz Gardens for Nutrition monthly meetings.

The Secretary shall assist with the preparation and mailing of such correspondence as shall be required or necessary.

A Corresponding Secretary can be elevated by the Board to assist the Secretary with sub-sections C and D above.

The Secretary shall provide the board with the minutes of meetings before the next meeting.

TREASURER

The treasurer shall collect and, together with the President, and/or such agents as the President may appoint, shall disburse the funds of the corporation and keep regular accounts which at all times shall be open to inspection of all officers and directors.

The Treasurer shall prepare a financial report and present it to the Board of Directors at the January Meeting. The Treasurer shall maintain financial records throughout the year.

Section C: Directors

Number: There shall be at least seven (7) Board members, including officers. Subject to such minimum, the Board of Directors may be increased or decreased by a vote of the majority of the Board.

Requirements: Serving as an Officer or Director of the New Paltz Gardens for Nutrition is a voluntary post. In order to be nominated and voluntarily serve as an officer or Director of the New Paltz Gardens for Nutrition one must be in good standing as set forth in the New Paltz Gardens for Nutrition Garden Rules for 2017.

Terms: Directors shall be elected for three-year terms. If a Director is replaced due to resignation or removal, the replacement shall fulfill the entire remaining term of office.

There shall be no limit to the number of successive three (3) year terms to which a director may be elected.

Each Director shall hold office until the expiration of the term for which he or she is elected, and until a successor has been elected and qualified.

Directors must be active members, properly maintaining at least a half plot in accordance with the Garden Rules and in concert with the Board of Directors.

ARTICLE III: Committees

Committees shall be designated or appointed by the President or the Board of Directors as may be required.

ARTICLE IV: Nominations and Elections

At the November meeting, the President shall issue a call for nominations from Board Members and Directors to succeed those Board members whose terms expire and/or to fill any vacancies. A written notice of acceptance from nominees shall be received within two weeks of the nomination. At the December meeting the Board of Directors will vote on these nominations. Newly elected members of the Board shall take their seat at the Annual Meeting in January.

1) Candidates for Officers need to be Directors of the Corporation and must be current members in good standing of the Gardens for Nutrition as set forth in the New Paltz Gardens for Nutrition Garden Rules for 2017.

2. New Officers: Newly created officers or directorships resulting from an increase in the number of Directors or Officers elected, and vacancies among the Directors or Officers for any reason shall be filled by vote of the majority of the Directors then in office without undue delay.

Vacancy Elections: An Officer elected to fill a vacancy shall hold office until the next Annual Meeting at which the election of Officers and Directors is in the regular order of business.

ARTICLE V: Removal or Resignation of Board Members from the Board of Directors and/or the New Paltz Gardens for Nutrition Overall.

Removal: Any officer absent without prior notification to other directors for 3 monthly meetings is subject to removal from the board.

Any Officer or Director of the Corporation may be removed for cause by a two-thirds (2/3) vote of the Directors provided that written notice of the meeting at which such action is taken shall have been mailed to the Directors and Officers at least ten (10) days prior to the date of the meeting. The notice shall include the proposed action.

In the case that there is doubt, dispute and or evidence that an existing Board Member is not in good standing (as either a garden member and or Board Member), then the following actions shall be taken. These policies exist to re-mediate the dispute and/or vote for the removal of the member from the Board of Directors, provided that the issues at hand justify

removal from the Board of Directors or from New Paltz Gardens for Nutrition membership in general. The criteria and process for both scenarios are collectively held within Section 5 of the New Paltz Gardens for Nutrition Rules and By-Laws.

a. Removal of any Officer or Director of the corporation from the Board of Directors New Paltz Gardens for Nutrition due to complaint:

Step 1. Cause of Action (COA) that may lead to removal from the Board of Directors of the New Paltz Gardens for Nutrition.

Step 2: This COA shall be brought to the attention of the Director of the New Paltz Gardens for Nutrition. The Director shall then decide upon handling the COA either at the next upcoming monthly meeting or if deemed necessary, a special session requested by the Director.

Step 3: Once at least 2/3 of the Board of Directors have reviewed the COA in a monthly meeting or convened special session, a decision will be made as to advance or dismiss the COA.

Step 4a: If the COA is dismissed, no further action is required and the member in question remains a member in good standing. In order to dismiss a COA, a 2/3 or greater vote of the Board is required.

Step 4b: If the COA is not dismissed by a 2/3 vote of the Board, then a Findings Hearing and final decision will be scheduled and the issue resolved.

Step 5: The Board will contact the member in question (via physical letter, issued to the address provided on the members registration form). This contact will serve as written notice of the meeting at which a Findings Hearing will be conducted. The letter will be mailed to the subject of the COA (and all board members), at least 10 days prior to the date established for the Findings Hearing. The notice shall include description of the proposed action.

Step 6: At the Findings Hearing, the member in question if they choose to attend, may review with the board and respond to the COA as well as provide any supportive evidence in contradiction to the COA. Regardless of the attendance of the complainant(s) or subject of the complaint at this meeting, the Board of Directors will review the COA and before adjourning the hearing and will render a decision or vote to postpone the decision (in the event more time and or more information is required to make an informed decision). Upon completion of the Findings Hearing, the board will vote anonymously upon dismissal of the COA or removal of the Officer/Board Member/Director in question.

b) Resignation of a Board Member from the Board of Directors New Paltz Gardens For Nutrition

The Resignation of any Officer or Director of the Corporation from the Board of Directors of the New Paltz Gardens for Nutrition shall be tendered in writing to the Secretary of the

Board of Directors. The Secretary shall accept the resignation of the Officer or Director and that resignation shall be considered effective immediately upon receipt.

NOTE: It is incumbent upon the person resigning to prepare all required exit documents, return all keys and relinquish possession of all corporation property at the time of tendering the resignation.

All other actions reasonably expected shall also be fulfilled prior to the acceptance of resignation. Failing these, the resignee shall be considered liable for all property, information and action taken while still a member of the Board of Directors.

Special Removal Due To Lack of Attendance:

Any officer absent without prior notification to other directors for 3 monthly meetings is subject to removal from the board.

NOTE: 2/3 of the Board of Directors must be present at the Findings Hearing in order to render a decision or removal or final dismissal. If 2/3 of the board is not in attendance, the matter shall be postponed until the next monthly Garden meeting, or until a special session is agreed upon by at least 2/3 of the board.

NOTE: Removal from the board does not necessarily mean removal of all gardening privileges. Nonetheless, board members are subject to the same membership requirements as general garden members, and as such must maintain good standing in order to retain gardening privileges. Issues related to the membership status of the subject of the COA will be discussed at the Findings Hearing.

NOTE: Removal of gardening privileges for general members, are discussed in the New Paltz Gardens for Nutrition Garden Rules for 2017, Section 5.

ARTICLE VI: Fiscal Year and Meetings

Fiscal Year: The fiscal year of the corporation shall commence on January 1 and end on December 31 of that year.

Annual Meeting: The annual meeting of the Corporation shall be held during the month of January at such time and place as designated by the President and Board of Directors.

Board Meetings: There shall be at least two regular Board Meetings each fiscal year, in addition to the Annual Meeting.

Meeting Place: Meetings shall be held at New Paltz, NY, at such times and places as shall be fixed by the Board of Directors or as called by the Secretary upon the request of the President, or by written request to the Secretary of any three members of the Board.

Notice of Meeting: Notice of the time and place of the annual meeting shall be given to all New Paltz Gardens for Nutrition members in writing (e-mailed) by the Secretary not less than ten (10) days prior to such meeting. Such notification can be done via a newsletter, by an announcement placed at the garden site, or by e-mail. Notice of other regular or special

meetings shall be in writing, given (or e-mail), to Officers and Board Members by the Secretary not less than five (5) days before the date set for such meetings.

ARTICLE VII: Order of Business and Procedure

1. Quorum: A quorum of all meetings for regular business shall be 1/3 of all Directors (including officers unless otherwise specified in these By-Laws).
2. Agenda: Subject to change by the President or by majority vote of the Board, the agenda for all meetings of the Board shall be as follows:
 - a) Call to Order
 - b) Roll Call
 - c) Announcement of QuorumReading of the Minutes from the Last Meeting
Correction (if necessary) and Approval of the Minutes
Presentation of the Treasurer's report
Reports of the Officers
Reports of Committee Chairpersons (if any)
Old Business
Elections (if any)
New Business
Choice of Time and Place for Next Meeting
Adjournment
3. Procedures: Where procedure is not covered by these By-Laws, Robert's Rules of Order shall be followed.

ARTICLE VIII: Corporate Finance

1. Investments: Subjects to the limitations and conditions contained in any gift, device or bequest, the Corporation may invest its funds as its Directors shall deem advisable.
2. Income: The Corporation may charge a membership fee and has the right to receive such income and, in doing so, may make an incidental profit which shall be applied to the maintenance, expansion, or operation of the activities of the Corporation, and in no case shall be divided or distributed in any matter whatsoever among the Directors or Officers of the Corporation. The Corporation shall not pay dividends or distribute any income or profit to its Directors or Officers.
4. Annual Reports: The President and the Treasurer shall present a report showing the following for prior twelve month fiscal period at the annual meeting:
 - a) The assets and liabilities of the Corporation.
 - b) The principle changes in assets and liabilities.
 - c) The revenues or receipts of the Corporation.

5. Filing: The annual financial report shall be filed with the records of the corporation and either a copy or an abstract thereof will be attached to the minutes of the annual meeting.

ARTICLE IX: Compensation

1. Officers and Board members will receive no compensation for their normal duties as described in these By-Laws.

2. Limitations: No Director shall have the right to vote on contracts or other transactions between the Corporation and him or herself, or between the Corporation and any other corporation, firm, association or other entity in which he/she is director or officer or maintains a substantial financial interest. However, interested Directors may be counted in determining the presence of a quorum that authorizes such contracts or transaction. If there are no Directors entitled to vote therein, such contract or transaction shall be authorized by the vote of at least two-thirds (2/3) of the entire Board.

ARTICLE X: Amendments

These By-Laws may be amended at any meeting called for that purpose, by an affirmative vote of two-thirds (2/3) of the Directors at such meeting, provided that notice shall have been mailed to the Directors at least seven (7) days prior to the date of said meeting.