

September 21, 2019

BYLAWS OF
HUACHUCA CITY COMMUNITY GARDEN, INC.

ARTICLE I – NAME

The name of this organization shall be Huachuca City Community Garden, Inc., hereafter called the HCCG.

ARTICLE II – MISSION STATEMENT

1. The Mission is to promote health, wellbeing and community in Huachuca City by working together to develop gardens to grow fruits and vegetables at no cost to those in need, teach healthy eating and home gardening, and provide creative outdoor gardens for schools.

ARTICLE III – MEMBERSHIP

1. Admission. Members are accepted any time without discrimination or segregation on the grounds of race, color, religion, national origin, sex, age, disability or sexual orientation and must agree to adhere to the HCCG Bylaws.
2. Dues. Dues for membership shall be \$10 per year, paid upon joining and thereafter on the last day of the anniversary month. Members shall be notified during the month prior to the payment due date.
3. Standing. Membership in good standing is established by payment of current dues and work on HCCG's mission on a regular basis.
4. Volunteers. Nonmember volunteers may participate in HCCG activities at the discretion of the Board and must adhere to all safety regulations and the HCCG Bylaws, but cannot vote.
5. Removal. Members or volunteers may be dismissed from HCCG for conduct that imperils the mission of the HCCG or that jeopardizes the health and welfare of other members, volunteers or visitors.

ARTICLE IV – MEETINGS

1. Membership meetings. Regular membership meetings shall be held on the first Saturday of each month at 9 AM. An Agenda to include where the meeting will be held will be distributed in advance via email to all members. Special/ additional meetings may be held at any time, when called by the President or the Board. The members in attendance shall constitute a quorum.

2. Open Board Meetings. Board meetings are held at least twice a year. A simple majority shall constitute a quorum. Ex-officio members are encouraged to attend and participate, but may not make motions or vote. The President may call additional Board Meetings. An agenda to include time and place will be distributed in advance via email to all members.

ARTICLE V – BOARD OF DIRECTORS

1. The Board of Directors shall serve without pay and consist of up to 5 members.

2. Qualifications. Each Director shall be an active member, in good standing, willing to perform duties for the HCCG in addition to serving on the Board. Unexcused absence from two successive properly scheduled meetings may result in removal.

3. Nominations and elections. Board members serve for 3 year terms. The Board will nominate at least one willing candidate from the members in good standing for each Director position that needs to be filled. Members in good standing will vote by written ballot to fill the positions. No individual may serve on the Board more than 2 consecutive terms. Any individual may return to the Board or office after a one year hiatus.

4. Duties. The Board shall:

- a. Be responsible for the general management of the affairs of the HCCG.
- b. Adopt administrative procedures that are not in conflict with the Bylaws.
- c. Approve any committee or committee chairperson created/appointed by the President.
- d. Fill any vacancies in offices as they occur.
- e. Have the right to talk to employees and volunteers in order to exercise general oversight of HCCG actions. However, except in the case of urgent circumstances, Board members should refrain from giving work assignments to employees unless authorized by the President or by a vote of the Board.
- f. Approve the annual budget and annual work plan for the coming year at the start of each fiscal year. Authorize significant variances to these documents during the year of execution.

5. Removal from the Board. Members of the Board may be dismissed from the Board for conduct that imperils the objective or policies of the HCCG. Removal requires a vote in which the majority of the Board vote for removal. The Board shall fill any resulting vacancies, including those of the officers.

ARTICLE VI – OFFICERS

1. Officers. The Officers shall consist of the President, Secretary, and Treasurer.
2. Election.

a. At the first Board meeting of the fiscal year, the incoming Board shall meet in executive session and elect a President from their own Board members to serve for one year. A President shall be limited to 3 consecutive terms of one year each as President, but may be elected after 1 year lapse.

b. The Board shall appoint a Secretary and Treasurer for an unspecified term to serve at the pleasure of the Board.

3. Duties of Officers. These Officers shall perform the duties prescribed by these bylaws.

a. The President shall: 1) be the executive officer of the HCCG, 2) preside at all Board and Member Meetings, 3) appoint committee members and be an ex-officio member of all committees, 4) organize and direct the work of members and volunteers in completing tasks for the HCCG.

b. The Secretary shall be responsible for the minutes of all meetings, to include the Board and Member Meetings, keep all approved minutes in a minute book and send out copies of minutes to all.

c. The Treasurer shall: 1) develop and track the execution of an Annual Budget, presenting monthly reports to the President, 2) be custodian of the funds of the HCCG and maintain appropriate financial records, 3) approve payments as directed by the HCCG and the Board, and 4) ensure that the Board adheres to its financial policies and procedures.

ARTICLE VII – COMMITTEES

1. Standing Committees. The HCCG will maintain standing committees as necessary to accomplish tasks. The President will recommend the establishment of standing committees to the Board for approval. Standing committees will be activated and deactivated by vote of the Board. Standing Committees will be dissolved upon vote of the Board.

2. Ad Hoc Committees. The President may establish additional ad hoc committees with after-the-fact concurrence of the Board. Ad hoc committees shall be dissolved upon completion of their assigned task(s) or vote of the Board.

3. All committees will provide monthly reports at the Member Meetings and whenever the Board of Directors have a meeting.

ARTICLE VIII – AMENDMENT OF THE BYLAWS

These Bylaws may be amended by paper ballot in an election, at a Special Membership meeting, or at any Annual Meeting by a 2/3 vote of attending members in good standing. Proposed amendments may be submitted by members and/or the Board for vote by the membership.

ARTICLE IX – CONFLICT OF INTEREST

1. Any member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such a nature that it prevents or may prevent that member from acting on the matter in an impartial manner will offer to the Board to voluntarily excuse themselves and will vacate the seat and refrain from discussion and voting on said item.

ARTICLE X – FISCAL POLICIES

1. The Fiscal Year of the Board shall be January 1 through December 31. All fiscal activity, financial records, and treasurer’s reports shall be based on the Fiscal Year. A financial review or audit by two persons appointed by the Board shall be conducted annually.

ARTICLE XI – HOLD HARMLESS CLAUSE

1. We the members of the Huachuca City Community Garden, Inc. hereby agree to hold harmless Mr. Shed, owner of the garden property from and against any damage, loss, liability, claim, demand, suit, cost and expense directly or indirectly resulting from or arising out of or in connection with the use of the Huachuca City Community Garden, Inc., by the garden members and its successors.

ARTICLE XII – FINANCIAL RESPONSIBILITY

1. No part of the net earnings of Huachuca City Community Garden, Inc. shall be used to the benefit or be distributed to its members, directors, or other private persons, except that Huachuca City Community Garden, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof.

ARTICLE XIII – POLITICAL STANDING

1. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Huachuca City Community Garden, Inc. shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, Huachuca City Community Garden, Inc. shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XIV – DISSOLUTION OF ENTITY

1. Upon the dissolution of Huachuca City Community Garden, Inc., assets shall be distributed for one or more exempt purposes within the meaning of the section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any

future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.