

**New Paltz Gardens for Nutrition
New Paltz NY 12561**

By-Laws

Introduction

The Gardens of Nutrition, 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 January 2010)

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Article I: Purpose and Incorporation

Section A: Purpose

The Gardens for Nutrition is in existence in order to:

1. Bring people together with land through gardening.
2. Promote health and relaxation
3. Bring community members with common interests together.
4. Enhance the feeling of community spirit and community gardening.
5. Continue to make improvements and to beautify the land we use.
6. Promote methods of land conservation and use.
7. Promote and conduct research and demonstration projects involving community gardening.
8. Promote the use of safe methods of horticulture which do not degrade the environment.

9. Provide recreational and educational opportunities to all members of our community, with programs for the young and assistance for senior citizens.

Section B: Incorporation

The Gardens for Nutrition have incorporated:

1. In order to comply with the Village and Town of New Paltz's request that we become more self-sufficient.
2. To control our money more efficiently.
3. To have perpetual duration.
4. To purchase, receive, take by grant, gift, devise, bequest, or otherwise acquire, own, hold, improve, employ, use or otherwise deal in and with real or personal property, and any interest therein, wherever situated.
5. To elect and appoint officers, employees and other agents, define their duties, fix their compensation and the compensation of directors, and to indemnify corporate personnel. Such compensation shall be commensurate with services performed.
6. To have and exercise all powers necessary to affect any or all of the purposes for which the corporation was formed.

Article II: Officers

Section A: General

1. The officers of the corporation shall be a President, a Vice-President, a Treasurer, a Plot Coordinator, and a Secretary.
2. If desired, the positions of Secretary may be divided into two positions, that of Recording Secretary and Corresponding Secretary.
3. The officers shall hold office until the annual meeting of the corporation and until their successors shall have been elected, or they themselves reelected.
4. Officers shall take office at the conclusion of the annual meeting of the corporation.
5. No person shall hold the office for more than three (3) successive terms.
6. All officers shall be ex-officio members of the Board of Directors.

Section B: Duties of the Officers

1. PRESIDENT

- A. The President shall preside at all meetings of the corporation and shall be a member of all committees, with full right to vote therein.
- B. The President may call and conduct conferences of officers of the corporation.
- C. 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.
- D. The President, together with the Secretary, has the duty of seeing such reports as may be required by law are duly filed.
- E. 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.

2. VICE-PRESIDENT

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

3. PLOT COORDINATOR

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

4. SECRETARY

- A. 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.
- B. The Secretary shall assist the President with the filing of required legal papers.
- C. The Secretary shall notify Board members of meetings.
- D. The Secretary shall assist with the preparation and mailing of such correspondence as shall be required or necessary.

- E. A Corresponding Secretary can be elevated by the Board to assist the Secretary with sub-sections C and D above.
 - F. The Secretary shall provide the president with the minutes of meeting within two weeks.
5. TREASURER
- A. 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.
 - B. If required by the Board of Directors, the Treasurer shall give bond, the cost of which shall be borne by the corporation.
 - C. 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

- 1. Number: There shall be at least three (3) Board members. Subject to such minimum, the Board of Directors may be increased or decreased by a vote of the majority of the Board.
- 2. Terms: Directors shall be elected for three year terms, with one-third of the total expiring each year. If a Director is replaced due to resignation or removal, the replacement shall fulfill the entire remaining term of office.
 - a) There shall be no limit to the number of successive three (3) year terms to which a director may be elected.
 - b) 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.
 - c) Directors must be active members, maintaining at least a half plot.

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

- 1. Nominations: One month before each annual meeting, the President shall appoint a Nominating Committee to present to the annual meeting the names of persons

nominated as officers and Directors to succeed those whose terms the expire and/or fill any vacancies.

- a) The nominating committee shall choose its own chairperson.
 - b) Additional candidates may be nominated from the floor by any current member in good standing or Director of the Gardens for Nutrition.
 - c) Candidates for Officers need not be Directors of the Corporation but must be current members in good standing of the Gardens for Nutrition.
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.
 3. Elections: All current members of the Gardens for Nutrition can vote at the annual Elections for Officers and Directors. Such a member shall be defined as anyone who has paid all dues and fees for the current year and who is held as a gardener in good standing.
 4. 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 and Resignations

1. Removal: 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.
2. Resignation: The Resignation of any Officer or Director shall be tendered in writing to the Secretary of the Board of Directors.

ARTICLE VI: Fiscal Year and Meetings

1. Fiscal Year: The fiscal year of the corporation shall commence on January 1 and end on December 31 of that year.
2. 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.
3. Board Meetings: There shall be at least two regular Board Meetings each fiscal year, in addition to the Annual Meeting.

4. 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.
5. Notice of Meeting: Notice of the time and place of the annual meeting shall be given to all GFN 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 Quorum
 - d) Reading of the Minutes from the Last Meeting
 - e) Correction (if necessary) and Approval of the Minutes
 - f) Presentation of the Treasurer's report
 - g) Reports of the Officers
 - h) Reports of Committee Chairpersons (if any)
 - i) Old Business
 - j) Elections (if any)
 - k) New Business
 - l) Choice of Time and Place for Next Meeting
 - m) 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 fees or prices for its services or products 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 except as compensation in a reasonable amount for services rendered as authorized in Article IX of these By-Laws.

3. Loans: A Director may loan money to the Corporation where it is loaned to meet corporate needs and the transaction open and otherwise free from blame.

4. Audits: The accounts of the Treasurer may be audited each year by an accountant who may be paid a reasonable sum therefore, fixed by the Board of Directors from the funds of the Corporation.

5. Annual Reports: The President and the Treasurer shall present a report showing the following for the twelve month fiscal period terminating prior to the November 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.

3. 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. Compensation: The Corporation may pay compensation in a reasonable amount to Directors or Officers for services rendered and/or for direct or ordinary expenses incurred.

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

b) A Director or Officer may be compensated for the performance of services for the benefit of the Corporation which are not within his/her usual duties, provided that there is an express agreement or contract to pay approved by a majority vote of the entire Board.

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 which 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 those present 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.

ARTICLE XI: Seal

The Seal of the Corporation shall be circular and shall show around its circumference the words: "*New Paltz Gardens for Nutrition, Inc.*" and at the center the words: "*Corporate Seal, 1981.*"