

# Bylaws of Watertown Community Gardens

(updated January, 2014)

## ARTICLE I GENERAL PROVISIONS

**Section 1. Name:** The name of this organization is Watertown Community Gardens (hereinafter referred to as “the Corporation”, a non profit organization incorporated under the law of the Commonwealth of Massachusetts).

**Section 2. Purpose:** The mission of the Corporation is to promote community gardens and gardening in Watertown, Massachusetts with the goal of advancing healthy eating, environmental stewardship, and community connections through gardening.

## ARTICLE II GENERAL MEMBERSHIP

**Section 1. General Membership Eligibility and Dues:** General membership is open to any person interested in the mission of the Corporation. General members shall have paid their annual membership dues, which is the cost of a garden plot rental fee per year. Honorary members are those general members who have been given honorary membership by the Board of Directors and have no obligation to pay membership dues. Memberships shall run from January 1 through December 31 of each year. They are not prorated and are not transferable. Any general membership may be revoked for actions inconsistent with the mission of the Corporation or in violation of garden or project rules. A vote to divest a general member will be taken by the Board of Directors only after first providing the individual or with a minimum of 14 day advance notice of grounds for divestiture and an opportunity to defend his or her actions before the Board of Directors.

**Section 2. Meetings of the General Membership:** An annual meeting of all members will be held during the winter each year. Special meetings may be held when called by the Board. Notice of meetings, giving the date, time, place, and purpose, will be provided by the Corporation’s secretary to the membership at least 14 days in advance.

**Section 3. Powers of the General Membership:** Each member has one vote. Members elect the Board of Directors as described in Article III and vote on any changes to bylaws at the annual meeting. A vote is tallied from the members that are present; no quorum is required. A simple majority will pass any item before the membership.

Each member can and should participate fully in the mission of the Corporation. The Membership shares responsibility with the Board for generating creative project ideas, generating equitable problem solutions, locating funding sources, and monitoring the implementation of the mission.

ARTICLE III  
BOARD OF DIRECTORS

**Section 1. Board Composition and Responsibility:** The Board of Directors for the Corporation will not greater than fifteen nor fewer than 3 in number. Members of the Board must also be general members. The Board is responsible for overall policy, direction, finances, and regulatory compliance for the Corporation, including but not limited to, the functions of the officers as described below; fundraising; initiating and terminating gardens, projects, and committees; developing guidelines for gardens, projects, and committees; entering into contracts and agreements with others; publicity; and purchasing supplies and services or designating another person to purchase these materials and services. The Board delegates responsibility of day-to-day operations to garden, project, and committee captains as outlined in Article IV, Section 1.

**Section 2. Compensation:** Although Board members receive no compensation for serving on the Board or as an Officer of the Board, per se, a Board member may receive a stipend when funded by a 3rd party grantor when qualified professional services have been provided for a garden or project.

**Section 3. Contracts:** The Board of Directors may authorize any officer or officers, agent and agents of the corporation in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 4. Conflict of interest:** Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the Corporation, have a duty to declare this interest. Such a declaration is to be made to the Board upon nomination or, if serving as a director, when the possibility of a conflict is realized. A conflict of interest does not preclude a director from serving on the Board provided that he/she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.

**Section 5. Decision Making Practices:** Any Board member may raise an item for discussion according to procedures that shall from time to time be specified by the board. Any action, plan or other decision is adopted by a vote that is either unanimous or unanimous with one dissenting vote.

**Section 6. Meetings and Notice:** The Board shall meet at least quarterly, at an agreed upon time and place. An official meeting requires that notice sent out by the secretary to each Board Member by mail, or by electronic mail at least two weeks in advance.

**Section 7. Special Meetings:** Special meetings of the Board shall be called according to procedures as shall from time to time be specified by the Board. Notices of special

meetings shall be sent out by the secretary to each board member at least two weeks in advance.

**Section 8. Informal Action by Directors; Meetings by Conference Telephone or E-Mail:** Any action required or permitted to be taken by the Board may be taken without a meeting per decision making outlined in Article III, section 5, in writing through fax, mail, or by electronic mail. Any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

**Section 9. Board Elections:** Nominations for Board membership, including willingness to take a specific office, are made by the Nominating Committee of the Board and notice is given to the General Membership at least two weeks before the Annual Meeting by the Secretary. The General Membership will approve the nominees by a simple majority vote of General Members who are present at the Annual Meeting.

**Section 10. Terms:** The Directors shall be divided into two groups as nearly equal in number as possible. One group shall initially be elected for a term of one year; the other group shall initially be elected for a term of two years. After the completion of the initial calendar year of the Board's existence, all Board members shall serve two-year terms. Each Board member is eligible for re-election for up to three consecutive terms.

**Section 11. Quorum:** A quorum shall be defined as at least a simple majority of Board members. For business transactions to take place and motions to pass, a quorum must be present. No quorum is required for meetings of the General Membership.

**Section 12. Officers and Duties:** There shall be five officers of the Board, consisting of a chair, vice-chair, secretary, membership manager and treasurer. If necessary, one Board Member may hold two offices except that the same person cannot be Chair and Treasurer. Their duties are as follows:

**The Chair** shall be the principal executive officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation; shall sign with the secretary or treasurer any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed; shall convene regularly scheduled Board meetings and set an agenda; shall preside or arrange for the Vice-Chair or another member of the Board if the Vice-Chair is not available, to preside at each meeting. The Chair shall also work with the Treasurer and Secretary to file appropriate corporate documents as needed.

**The Vice-Chair** shall stand in for the chair when that person is not available, or in the event of the Chair's inability or refusal to act; under these circumstances, the Vice-Chair shall have the powers of and be subject to all of the restrictions on the Chair. The Vice-Chair shall also captain gardens, projects, and committees as designated by the board.

**The Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, committee and project meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained including a record of the names and addresses of all current Board members.

**The Membership Manager** shall maintain the official list of all General Members, their plot assignments if applicable, and contact information in conjunction with the Treasurer and other officers.

**The Treasurer** shall have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source, and deposit all such monies in the name of the Corporation in the bank or trust accounts selected by the Board. The Treasurer shall work with the Chair and Secretary as needed to complete and file any annual corporate documents as needed. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such others as may from time to time be assigned by the Board Chair.

**Section 13. Vacancies:** Any vacancy occurring in the Board of Directors shall be filled by the Board at its discretion for the unexpired portion of the term.

**Section 14. Termination, and Absences:** A Board Member shall be terminated from the Board due to excess absences. A Board member may be removed for other reasons by a vote of the Board.

#### ARTICLE IV GARDENS, PROJECTS, AND COMMITTEES

**Section 1. Leadership:** From time to time a new garden, project, or committee may be formed by the Board in order to carry out the mission of the Corporation. Each garden, project, or committee will be “captained” (meaning led and overseen) by at least one Board member. If a captain position becomes vacant, the Board will fill the position. If the Board is at less than capacity, i.e., less than 15 members, the Board of Directors may tap any person from the General Membership to captain a project and thereby become a member of the Board. If the Board is at maximum capacity, the new captain will need to be selected from among the current Board members.

Captains liaison between the Board and the participants of the garden, project, or committee which they lead and are responsible for the work under their leadership. They seek to foster leadership within the participants of the garden, project, or committee. In the case of a garden, they will select and work with a garden coordinator.

**Section 2. Scope:** As stated in Article III, Section 1, the Board determines overall policy and direction of the Corporation, including but not limited to the functions of the officers as described above; fundraising; initiating and terminating gardens, projects, and committees; developing general guidelines for gardens, projects, and committees; entering into contracts and agreements with others; publicity; and purchasing supplies and services or designating another person to purchase these materials or services. Day-to-day operations such as developing garden rules, coordinating work days, making plot assignments and convening meetings are managed by the captains. Questions about scope of responsibility are settled by the Board.

## ARTICLE V FINANCES

**Section 1. Budget:** The Board will oversee the development and implementation of the annual budget of the Corporation.

**Section 2. Fiscal Year:** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise designated by the Board of Directors.

**Section 3. Revenues:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

**Section 4. Expenses:** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer, agent or agents of Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer or Chair of the Corporation.

## ARTICLE VI MISCELLANEOUS PROVISIONS

**Section 1. Amendments:** The Corporation's by laws may be altered, amended or repealed, or new by laws may be adopted, by the General Membership. No such alteration, amendment or repeal, or adoption of new by laws shall in any way authorize or permit the Corporation to be operated other than exclusively for charitable purposes or in any manner that would deprive it of its status as an organization described in section 501(c)(3) of the tax code.

**Section 2. Dissolution of the organization:** The Board may vote to authorize a petition for dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts to dissolve the Corporation. The secretary shall prepare the petition, which shall state the grounds for the application. Any funds remaining in the treasury at the time of dissolution shall be donated to a non-profit organization with a similar mission.