

BY-LAWS OF HILL EAST COMMUNITY GARDEN

ARTICLE I. ORGANIZATION

The name of the organization shall be the Hill East Community Garden.

ARTICLE II. PURPOSES

The corporation is organized for the purposes set forth in the Articles of Incorporation.

ARTICLE III. MEMBERSHIP

Membership in the corporation shall be as provided in the Articles of Incorporation.

ARTICLE IV. MEETINGS

The annual meeting of this organization shall be held on a date to be set by the Board of Directors who shall also set the time and place of the annual meeting. Not less than ten (10) days prior to the annual meeting, the Secretary shall notify every gardener in good standing of the time and place of such annual meeting. The notice shall indicate the nature of the business to be transacted at such meeting.

Other meetings of this organization shall be held at times and locations to be set by the Board of Directors from time to time as the need arises, subject to the ten (10) day notice requirement set forth in the preceding paragraph.

The presence of not less than twenty (20 %) percent of the voting gardeners (see Article V.) shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 2 weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those gardeners who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when the president deems it for the best interest of the organization. Notices of such meeting shall be made to all gardeners at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of twenty-five (25%) percent of the members of the Board of Directors or twenty-five (25%) percent of the voting gardeners (see Article V.) in the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V. VOTING

A “voting gardener” is defined as either a primary or secondary gardener representing a garden plot. For the purposes of voting each plot shall be allowed one vote.

Voting shall be in person, except that at the direction of the Board of Directors, matters may be submitted to voting gardeners by paper ballot or electronic ballot. For election of officers, there shall not appear any place on such ballot that might tend to indicate the person who cast the ballot.

ARTICLE VI. BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of seven (7) officers of the organization. At least four (4) of the directors shall be residents of the District of Columbia.

Elections for upcoming vacancies to the Board of Directors will be conducted no later than the end of January of each year of election. Gardeners in good standing may run and/or vote for members of the Board of Directors. Nominations can be submitted by the Board or gardeners. If sufficient interest in becoming a board member provides an excess of nominations for the Board, elections or confirmations can be conducted at official meetings and/or via electronic communication. If there are not enough volunteers, the board may operate with as few as five members. New board members take office at the annual meeting. Officer positions for the Board of Directors will be determined at the annual meeting.

Officers of this organization shall serve for a term of two (2) years. Each director shall serve until a successor is elected. To ensure continuity on the Board of Directors, directors are elected in alternating years; three (3) one year and four (4) the next year.

The Board of Directors shall have the control and management of the affairs and business of the organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. A simple majority of the Board of Directors shall constitute a quorum.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

A vacancy in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the vacant term.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VII. OFFICERS

The officers of the organization shall be as follows:

President

Vice President

Secretary

Treasurer

Event Coordinator

Technology Officer

Garden Coordinator

The President shall preside at all meetings and shall chair the Board of Directors. The President shall present at each annual meeting of the organization an annual report of the work of the organization. The President shall appoint all committees, temporary or permanent; shall sign all contracts and other instruments authorized by the Board, shall see all books, reports and certificates required by law are properly kept or filed; shall be one of the officers who may sign the checks or drafts of the organization; shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. The President shall draft the agenda for all meetings.

The Vice President shall in the event of the absence or inability of the President to exercise his or her office become acting president of the organization with all the rights, privileges and powers as if he or she had been the duly elected president. The Vice President shall contact gardeners (individually or as a group) regarding dissemination and/or enforcement of garden rules and protocol.

The Secretary shall keep the records of the organization, including records of Board actions and the taking of minutes at all board and garden meetings. The Secretary shall also send out minutes and announcements of meetings to all gardeners.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer shall be one of the officers authorized to sign checks of the organization. The Treasurer shall report to the Board on the finances of the organization in writing at least annually and shall make financial information available to the organization at the annual meeting and at other times deemed appropriate by the Board. The Board of Directors shall approve the budget and any change in the budget of the organization, and all expenditures must be approved by the Board.

The Event Coordinator shall be responsible for overseeing planned garden activities, including social events, maintenance and upkeep tasks, work days, and educational activities. The Event Coordinator will work with the President to determine garden needs and notify gardeners as appropriate.

The Technology Officer shall maintain the website, domain and system registrations, garden electronic documents and the e-mail distribution system.

The Garden Coordinator shall be responsible for maintaining the garden wait list, contacting prospective gardeners, collecting initial and annual fees and registration forms and meeting new gardeners in the garden for an orientation.

No officer shall for reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE VIII. SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE IX. COMMITTEES

The Board of Directors shall appoint all committees of this organization.

ARTICLE X. DUES AND CHARGES

The dues of this organization shall be as established by the Board of Directors from time to time. The Board of Directors may assess such other charges on gardeners as may be necessary in the interests of the corporation. These may include annual fees, such as plot fees.

ARTICLE XI. AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than twenty-five (25 %) percent of the voting gardeners. A meeting of the organization must be called to hear arguments for and against proposed changes. At least 10 days prior to the meeting the text of the proposed changes must be sent by mail or electronic mail to all gardeners. Seven (7) days after the minutes from the meeting have been distributed to all gardeners, voting gardeners who were unable to attend the meeting will be allowed to vote electronically.