

BYLAWS
of
THE CLINTON COMMUNITY GARDEN, INC.

ARTICLE I
PURPOSES OF THE CORPORATION

Section 1. Name

The Corporation shall be known as The Clinton Community Garden, Inc.

Section 2. Purpose

The Clinton Community Garden, Inc. is organized:

1. to provide an opportunity for local residents to garden as members and visit as key holders or general public visitors (during specific hours)
2. to beautify the neighborhood through the development of a community garden on what was a rubble strewn vacant lot;
3. to create a tranquil space in midtown Manhattan;
4. to provide a meeting place for neighbors;
5. to enhance residents' pride in their neighborhood and in their own ability to improve their local environment;
6. to manage and maintain a neighborhood resource.

Section 3. Property

All property received by the Corporation whether by gift, bequest, devise or otherwise, shall be used exclusively to promote, carry on and further the activities, objects and purposes set forth in Article 1, Section 2, above.

ARTICLE II
MEMBERS

Section 1. Admission to Membership

Membership shall be open to all persons who have been assigned a plot (but not sub-lessees) in the Clinton Community Garden and all past plot holders who are still active and express a wish to remain members; also, rock gardens, beehive, dome, herb garden and compost heap attendees shall be considered plot

holders. All members of the Clinton Community Garden must reside within the area bordered by 34th Street to 59th Street from Eighth Avenue to the Hudson River. Existing Members as of the date of this Amendment who do not reside within this area are excluded from this amendment [1].

Section 2. Voting Rights

At any general membership meeting each member present in person or by proxy (one proxy per person, per issue, per meeting, in writing) shall be entitled to one vote. Upon demand by any member, voting on any question shall be by secret ballot. An up-to-date list or record of members entitled to vote shall be kept by the Record Keeper and shall be available at all membership meetings.

Section 3. Annual Meetings

Beginning with the year 1986, the annual meeting of the Corporation shall be held during March of each year at such date, time and place as the

Steering Committee shall designate. Written notice of the time, date, and place of holding such annual meetings shall be given by first class mail or in person to each member, not less than ten nor more than fifty days before each meeting.

Section 4. Regular Meetings

Meetings of the members may be scheduled by the Steering Committee as needed. Written notice of the time, date, and place of such meetings shall be given to every member by e-mail [11], regular mail, or in person, not less than ten nor more than fifty days before such meetings.

Section 5. Special Meetings

Special meetings of the members may be held upon the call of any three (3) members of the Steering Committee or upon the call of one-tenth of the members. Written notice of the time, date, and place of such meetings shall be given to every member by mail or in person, not less than ten nor more than fifty days before such meetings.

Section 6. Quorum / Adjournments of Meetings

At all meetings of the members, one fourth (1/4) of the members entitled to vote, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the members so present or represented shall adjourn the meeting.

Section 7. Action by Vote

Except as indicated elsewhere in these bylaws, a majority of the votes cast in person or by proxy at any membership meeting, where a quorum is present, shall be sufficient to authorize any action of the members, and a plurality of the votes cast in person or by proxy at any membership meeting where a quorum is present, shall be sufficient to elect Steering Committee members.

Section 8. Organization

The chairperson of the Steering Committee shall preside at all meetings of the members; the Record Keeper shall take minutes at all meetings of the members.

ARTICLE III

STEERING COMMITTEE

Section 1. Number / Qualifications / Election and Term of Office

The Steering Committee shall consist of no less than nine [11] members [2] and as many as thirteen [11]. The Steering Committee members shall be elected for a two-year term (except for the 1986 election where one-half of the Steering Committee members shall be elected for one year— selected by drawing lots—in order to arrive at a staggered election process, with one-half of the Steering Committee up for election each year) and shall continue in office until his/her successor shall have been elected or until his/her death, resignation, or removal. Any Steering Committee member may be removed, with cause, at a general membership meeting specially called for that purpose, by a vote of two-thirds of all responding general membership. All members of the Steering Committee must be at least 21 years of age. Steering Committee Membership shall be limited to two consecutive two-year terms. A Steering Committee member may, however, petition to run for additional terms. A waiver of the term limit may be granted by unanimous secret balloting of the remaining Steering Committee members. This vote shall be taken prior to the Annual Meeting. Each Steering Committee member must attend every Steering Committee meeting.

Upon missing three consecutive Steering Committee meetings the absent Steering Committee member will be considered removed from office.

After missing any three meetings in any fiscal year the Steering Committee member may be removed from office by a majority vote of the remaining Steering Committee members.

Section 2. Vacancies

In the case of any vacancy in the Steering Committee from any cause, including the death, resignation, or removal of any member or the authorization of an increase in the number of committee members, a new member must be elected to fill such a vacancy by the Steering Committee. The new member must run for office at the next March Annual Meeting/Election even if the term of the vacating Steering Committee member being filled is for 2 years [5].

Section 3. Powers and Duties

The Steering Committee shall have general power to manage and control the affairs and property of the Garden and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Steering Committee and shall have full and complete authority with respect to the distribution and payment of the moneys received by the Garden from time to time; except that the fundamental and basic purposes of the Garden, as expressed in the certificate of incorporation, shall not thereby be amended or

changed, and except further that the Steering Committee shall not permit any part of the net earnings or capital to inure to the benefit of any member or other private individual.

Section 4. Regular Meetings

Regular meetings of the Steering Committee may be held at such place and time as the Steering Committee may determine. Copies of the License Agreement between the Clinton Community Garden, Inc. and the City of New York Parks and Recreation Department and the Bylaws of the Clinton Community Garden shall be provided to all Steering Committee Members at the first meeting following the Annual Meeting in March [6].

Section 5. Special Meetings: Notice

Special meetings of the Steering Committee may be held at any time and place upon the call of any two Steering Committee members. Notice of the time, place and purpose of every special meeting of the Steering Committee shall be given to each Steering Committee member in person, by mail, or by telephone, at least three (3) days before the meeting.

Section 6. Quorum

Five (5) Steering Committee members shall constitute a quorum for the transaction of business.

Section 7. Action of the Steering Committee

Except as indicated elsewhere in these bylaws, a majority of the votes cast at any Steering Committee meeting, where a quorum is present, shall be sufficient to authorize any action of the Steering Committee, provided that the purchase, sale, mortgage, or lease of real property shall be authorized by a two-thirds vote of the entire Steering Committee. The Steering Committee shall act only as a body and the individual members shall have no power as such nor shall they be held responsible individually for the Steering Committee's actions.

Section 8. Action Without Meeting: Presence at Meetings

Any action required or permitted to be taken by the Steering Committee or subcommittee of the Steering Committee may be taken without a meeting of all members of the Steering Committee or subcommittee of the Steering Committee with consent in writing to the adoption of a resolution authorizing the action. Such unanimous consent shall be filed with the minutes of the next Steering Committee meeting.

Section 9. Organization

The Chairperson shall preside at all meetings of the Steering Committee or, in the absence of the Chairperson, a Steering Committee member shall be designated by the Steering Committee to preside for that meeting.

Section 10. Annual Report of Directors

At the annual general membership meeting the Steering Committee shall present a report showing in appropriate detail the following:

1. the assets and liabilities, including the trust funds, of the Clinton Community Garden as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting;
2. the principal changes in assets and liabilities, including trust funds, during said fiscal period;
3. the revenues or receipts of the Garden, both unrestricted and restricted to particular purposes, during said fiscal period;
4. the expenses or disbursements of the Garden, for both general and restricted purposes, during said fiscal period;
5. the number of members of the Garden as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names of the current members may be found.

The annual report of the Steering Committee shall be filed with the records of the Garden and either a copy or any abstract thereof entered in the minutes of the proceedings of the annual Garden membership meeting.

Section 11. Subcommittees

The Steering Committee, by vote of the majority of the entire Steering Committee, may designate from its members subcommittees, each consisting of three (3) or more Steering Committee members. Each such subcommittee shall serve at the pleasure of the Steering Committee, and to the extent provided by the Steering Committee, may exercise all the powers of the Steering Committee except as specifically provided by the law.

ARTICLE IV

OFFICERS [7]

Section 1. Number and Qualifications

The officers of the Steering Committee shall be four (4): a Chairperson, a Record Keeper, a Volunteer Coordinator, and a Treasurer. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office

At the first Steering Committee meeting after the annual general membership meeting the Steering Committee shall elect a Chairperson, a Record Keeper, a Volunteer Coordinator, and a Treasurer. Each is to serve for one year and these elected officers will form the Executive Committee within the Steering Committee.

Section 3. Removal: Resignation

Any officer of the Steering Committee may be removed, with cause, by a vote of two-thirds (2/3) of the Steering Committee members present at a special meeting called for that purpose. (See Article III, Section 5). Any officer of the Steering Committee may resign at any time by giving written notice to the Steering Committee. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

In case of any vacancy in any office from any cause, including the death, resignation, or removal of any officer or the authorization of a new office, a new officer must be elected to fill such a vacancy by the Steering Committee.

Section 5. Chairperson: Powers and Duties

The annual Chairperson shall preside at all Steering Committee meetings; shall keep the Steering Committee members fully informed and freely consult with them; shall be kept informed concerning the activities of all members of the Steering Committee; shall be responsible for the monthly meeting agenda; shall be responsible for acting as a facilitator and mediator in any discussion, disagreement, or problem; shall act as a coordinator at any event or project in the Garden; shall serve as a signatory for bank accounts. The chairperson will serve as administrator of passwords and identification information for all garden websites and social media platforms, all of which remain the exclusive property of the Clinton Community Garden as copyright holder and depositories; shall serve as a figurehead and representative for the Garden; shall perform such other duties as assigned by the Steering Committee.

Section 6. Volunteer Coordinator: Powers and Duties

Volunteers constitute two groups, gardeners and non-gardeners. Gardeners (i.e. plot holders) are required to perform 10 hours of service, annually. Non-gardeners are from the community and offer their time and services without obligation. The Volunteer Coordinator shall act as a liaison between the committee and both groups; may serve as a signatory for bank accounts and depositories; shall be responsible for coordinating projects and tasks (with the help of the subcommittee) with all the working committees; shall be responsible for coordinating the non-gardening volunteers, the front and rear bed gardeners, the compost work committee, the bee maintenance & harvesting workers, and the persons who open and close the garden, and any other committees or purposes for which the Garden deems necessary [11].

Section 7. Record Keeper: Powers and Duties

The Record Keeper shall maintain a central file of all of the records of the Garden (letters, membership lists, insurance forms, minutes, etc.) for his/ her term of office; may serve as a signatory for bank accounts and depositories; shall take minutes for all meetings during his/her designated term; shall be responsible for the minutes and correspondence of any type for the committee. Additionally, the record keeper shall create and maintain in the central file all of the records of the Steering Committee, all attendance records, agendas, minutes, correspondences, and records. This central file will be easily attainable at all times for review by the Steering Committee, the Executive Committee, or any subcommittee.

Section 8. Treasurer: Powers and Duties

The Treasurer shall have the custody of all funds and securities of the Garden that may come into his/her hands; must serve as a signatory for bank accounts and depositories; shall keep or cause to be kept, full and accurate accounts of receipts and disbursements of the Garden; shall deposit all money and other valuable effects of the Garden in the name and to the credit of the Garden in such banks or depositories as the Steering Committee may designate. The treasurer will control the distribution and collection of all funds for the garden and will submit the records to an annual audit before each annual meeting. Whenever required by the Steering Committee, the treasurer shall at all reasonable times exhibit books and accounts to any members of the Garden, shall render statements of the condition of the finances of the Garden at meetings of the Steering Committee, and shall perform all duties incident to the position of treasurer, subject to the control of the Steering Committee.

ARTICLE V COMPENSATION

No member of the Garden shall receive any money from the Garden or any pecuniary profit from the operations thereof, except for expenses incurred in the performance of services.

ARTICLE VI CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts

The Steering Committee is authorized to select such depositories as it shall deem proper for the funds of the Garden and shall determine who shall be authorized in the Garden's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents. Authorized signatories for check signing purposes will be the four officers serving for the garden year. All checks of the Garden must be signed by two of the four officers. No two signatories shall be of the same household. In the event that two Steering Committee officers are of the same household—an alternate Steering Committee member shall serve as bank signatory in the place of one of the two officers sharing the same household. The replacement signatory will be selected and approved by the Steering Committee members [8].

Section 2. Investments

The funds of the Garden may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Steering Committee in its discretion may deem desirable.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Corporate Seal

The seal of the Garden shall be circular in form and shall bear the name of the Garden and words and figures showing that it was incorporated in the State of New York and the year of incorporation.

Section 2. Fiscal Year

The fiscal year of the Garden shall be determined by the Steering Committee. The accounting period established as the Garden's fiscal year shall end the last day of February of each year [9].

Section 3. Reimbursements

Any reimbursements and approved project expenditures must be turned in by the end of the incurring fiscal year or by the Annual March Meeting. Any projects and project budgets not completed by the March Annual Meeting must be resubmitted to the new Steering Committee for re-approval [10].

Section 4. Indemnification

The Garden may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he/she, his/her testator or in testate was a director, officer, employee or agent of the Garden, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

Section 5. Amendments

These bylaws may be amended by the vote of two-thirds (2/3) of the Steering Committee or by a majority of the members of the Garden (see Article III, Section 5, Special Meetings: Notice) Members shall be notified within thirty (30) days of amendments.

- [1]. Enacted by two-thirds (2/3) vote of the Steering Committee on September 3, 1996.
- [2]. Enacted by a unanimous vote of the Steering Committee on September 5, 2000.
- [3]. Enacted by a unanimous vote at a special meeting held March 2, 1993. The minimum number was set at ten (10) and the maximum number was increased to thirteen (13).
- [4]. Enacted by a two-thirds (2/3) majority vote of all Garden Members at the 1998 Annual Meeting.
- [5]. Enacted by a two-thirds (2/3) majority vote of the Steering Committee on December 5, 2000.
- [6]. Enacted by two-thirds (2/3) vote of the Steering Committee on September 3, 1996.

- [7]. Unanimous vote of the Steering Committee at a special meeting on April 17, 2000.
- [8]. Unanimous vote of the Steering Committee on April 2, 2002.
- [9]. Enacted by two-thirds (2/3) vote of the Steering Committee on October 3, 2000.
- [10]. Enacted by unanimous vote of the Steering Committee on January 8, 2002.
- [11]. Enacted by two-thirds vote of the Steering Committee on February 7, 2012