

Bylaws of the WCG, Inc.

Revised December 2007

Article I Purposes of the Corporation

Section 1. Name

The Corporation shall be known as The Winnemucca Community Garden, Inc., hereafter called WCG.

Section 2. Mission Statement

The mission of WCG is to enhance the quality of urban life and strengthen community bonds by creating and sustaining an organic garden that fosters environmental stewardship, horticultural education, rejuvenation, and recreation.

Section 3. Purpose

WCG is organized:

- To provide an opportunity for local residents to garden,
- To beautify the neighborhood through the development of a community garden on what was once a brush strewn vacant lot,
- To provide a meeting place for neighbors,
- To provide therapeutic and educational gardening opportunities for local institutions.

Section 4. 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, objective and purpose set forth in Article 1 Section 2 and Article 1 Section 3.

Article II Board of Directors

Section 1. Number and Qualifications

- A) Number: WCG's Board of Directors shall consist of not less than ten (10) or more than sixteen (16) members. The Executive Director shall be one of these members. At least three (3) plot holders shall be members of the Board of Directors.
- B) Qualifications: All members of the Board of Directors must be at least eighteen years of age. Insofar as possible, the membership of the Board of Directors shall be selected to represent the diverse groups partnered with & served by WCG, including member gardeners, garden volunteers, education, low-income families, business, & government.

Section 2. Elections

- A) The election of Board of Directors members shall be held at the Annual Meeting except in case of vacancy.
- B) A Board of Directors member shall be elected for a two-year term.
- C) Terms are to be staggered so that only one-half of the Board of Directors positions are elected each year.

Section 3. Term of Office

- A) Board members shall be limited to two consecutive two-year terms.
- B) Under special circumstances, a member may petition the Executive Committee for an additional term of office. A waiver of the term limit may be granted by unanimous vote of the remaining Board members. Approval must be given before the petitioning member runs for re-election.

Section 4. Vacancies

- A) In case of any vacancy in the Board of Directors, including death, resignations or removal for cause, a new Board member can be voted into office by the Membership Committee at any qualifying meeting.
- B) Any Board member may be removed with cause at any qualifying meeting of the Board of Directors by a two-thirds vote of the Board of Directors members present. The member under consideration for removal does not get a vote on this action.
- C) An absence from three consecutive meetings within a fiscal year by a Board member will constitute cause for removal.

Section 5. Powers and Responsibilities

The Board of Directors shall have the power and responsibility to:

- A) Provide direction & general supervision of all of the work of WCG.
- B) Procure personnel as needed for the effective operation of WCG.
- C) Conduct annual performance evaluations of the Executive Director.
- D) Manage all property of the WCG.
- E) Regulate all funds, both income and distributions, belonging to WCG.
- F) Regularly assess and maintain a cohesive, visionary plan and policies that promote the mission and purpose of WCG.
- G) Promote the WCG throughout the community.
- H) Help the WCG build strong relationships with partners such as the food bank, schools, and community support services.

Section 6. Prohibitions

The Board of Directors shall be prohibited from:

- A) Creating policy that is contrary to the fundamental and basic purposes of WCG as expressed in the Articles of Incorporation.
- B) Amending Article I Section 2 of the By Laws to distort the original fundamental and basic purposes of the WCG.
- C) Permitting any part of the net earnings or capital to inure to the benefit of any member. This restriction does not apply to contracted personnel.

Section 7. Board of Directors Regular Meetings

- A) Regular meetings of the Board of Directors shall be held monthly at such a place and time as the Board of Directors may determine.
- B) Copies of the Bylaws, Policies and Rules of WCG shall be provided for the use of all Board of Directors members at the first meeting following the March Annual meeting. Revised copies will be provided as necessary.

Section 8. Board of Directors Special Meetings

- A) Special meetings of the Board of Directors may be held upon the request of any four (4) Board of Directors members.
- B) Notification of the time, place, location and purpose of a special meeting of the Board of Directors shall be given to each Board member in person, by first class mail, by telephone or by electronic mail a minimum of three days prior to said meeting.

Section 9. Action of the Board of Directors

- A) Except as indicated elsewhere in these Bylaws, a majority of the votes cast by a quorum of the Board of Directors on a motion shall be sufficient to authorize action.
- B) A motion to purchase, sell, and mortgage or lease real property may be authorized by a two-thirds vote of the entire Board of Directors.
- C) The Board of Directors 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 Board of Directors' actions.

Section 10. Action Without A Meeting

- A) Any action required and permitted to be taken by the Board of Directors may be taken without a physical meeting of its members if written approval for the action is obtained from the appropriate number of its members (as specified in Article II, Section 9).
- B) On-line communication and subsequent on-line voting concerning an issue will carry all the powers and validity necessary to perform the business of WCG.
- C) A record of all action taken by the Board of Directors without a physical meeting of its members shall be filed in the minutes of the next physical meeting of the Board of Directors.

Section 11. Quorum

One-half of the members of the Board of Directors shall constitute a quorum at any regular meeting or special meeting of the Board of Directors.

Section 12. Organization

- A) The Chairperson shall preside at all meetings of the Board of Directors. In the absence of the Chairperson, the Vice Chair shall preside. In the absence of the Chairperson or Vice Chair, a Board of Directors member shall be designated by the Chairperson to preside.
- B) The Secretary shall record minutes at all meetings.

Section 13. Annual Report of the Board of Directors

- A) At the Annual Meeting, the Board of Directors shall present a report to the general membership showing the appropriate detail of the following:

1. The assets and liabilities, and principal changes of such, of WCG as of the end of the most recent twelve-month fiscal period.
 2. The income and expenditures of WCG, both unrestricted and restricted to particular purposes, during said fiscal period.
 3. The number of members of WCG as of the date of the report, together with a statement of increase and decrease in such number during said fiscal period, and a statement of the place where the names of the current members may be found.
 4. An assessment of the effectiveness of the previous year's programs and recommendations for future actions consistent with WCG's mission and purpose.
- B) The Annual Report of the Board of Directors shall be filed with the records of WCG and a copy entered in the minutes of the proceedings of the Annual Meeting of the current year to be approved at the next Board Meeting.

Article III

Board of Directors—Officers

Section 1. Officers

- A) The officers of WCG shall be a Chairperson, Vice-Chairperson, Secretary, & Treasurer.
- B) Election of the officers shall take place at the Annual Meeting. Chairperson and Treasurer shall be elected in even years. Vice-Chairperson and Secretary shall be elected in odd years.
- C) Vacancies shall be filled through election by the general membership at a qualifying meeting.

Section 2. Duties of the Chairperson

The Chairperson shall:

- A) Preside at all meeting for Board of Directors, Executive Committee, & Membership Committee.
- B) Prepare or approve all meeting agendas for WCG.
- C) Appoint all standing & special committees.
- D) Be an ex-officio member of all committees with the right to vote.
- E) Perform all duties incident to the position of Chairperson as defined by the Board of Directors.

Section 3. Duties of the Vice Chairperson

The Vice Chairperson shall:

- A) Work closely with the Chairperson to ensure smooth functioning of the Board of Directors and WCG.
- B) Serve as a signatory at financial institutions for WCG.
- C) Perform all duties incident to the position of Vice Chairperson as defined by the Board of Directors.

Section 4. Duties of the Treasurer

The Treasurer shall:

- A) Serve as a signatory at financial institutions for WCG.
- B) Keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of WCG in such financial institutions as the Board of Directors may designate.

- C) Submit all records to an annual audit at the close of the fiscal year, prior to the Annual Meeting.
- D) Present all statements and records of WCG funds to the Board of Directors upon request.
- E) Perform all duties incident to the position of Treasurer as defined by the Board of Directors.

Section 5. Duties of the Secretary

The Secretary shall:

- A) Create agendas for Board of Directors meetings, subject to approval by the Chairperson.
- B) Record minutes of all meetings of the Board of Directors, Executive Committee, & Membership Committee. File said minutes (with originals) in office within two weeks of meetings.
- C) Perform all duties incident to the position of Secretary as defined by the Board of Directors.

Section 6. Duties of the Executive Director

The Executive Director shall:

- A) Be the administrative head of staff.
- B) Keep the Board of Directors informed of relevant WCG business, activities & projects.
- C) Serve as a signatory at financial institutions for WCG.
- D) Be responsible to the Board of Directors and annually evaluated on performance.

Article IV Standing & Operating Committees

Section 1. Types

Policies of the Board of Directors are carried out by the following standing committees: Membership Committee & Executive Committee. The Board of Directors may appoint such other ad hoc or standing committees and create such division as needed for administration of WCG.

Section 2. Organization

- A) The chairs of each ad hoc committee shall be elected by the Board of Directors. Committee chair terms shall last one year. Committee chairs may not serve more than three (3) consecutive terms.
- B) Each ad hoc committee shall elect from among its members a Secretary. He/she shall be responsible for recording the minutes of the committee's meetings and filing said minutes with the office within two weeks.
- C) Each Board member shall be expected to serve on an active committee.

Section 3. Membership Committee

- A) Organization: The Chairperson of the Board of Directors shall chair the Membership Committee. The Secretary shall record all the minutes at all meetings and have a current list of all members available for voting eligibility.
- B) Membership: Membership in the Membership Committee shall be open to all current plot holders & volunteers with a signed form on file at the WCG office, all past plot holders who have expressed a desire to retain membership, and all members of other

active committees. All members must abide by the Community Garden Information & Policies.

- C) Meetings: The Annual Meeting of WCG is to be held during the spring of each year. Regular meetings of the WCG members shall be held in May, June, July, August, September and October of each year. The Board of Directors shall designate the date, time and location of the Annual Meeting and all regular meetings. Special meetings may be called by agreement of any four (4) Board members or one-tenth of the committee's members.
- D) Notification: All WCG members shall be notified of the date, time and location of all Membership Committee meetings by the Board of Directors or their selected agent, no more than 50 days and no less than 10 days before such meeting is to be held. Meetings shall be open, public meetings.
- E) Voting: Each garden member is entitled to one vote. A vote may be made in person, or by proxy. Votes by electronic mail may be held if approved at a regular meeting. A majority of votes cast in person or by proxy at any qualifying meeting of the WCG shall be sufficient to authorize any action by the members. A plurality of votes cast in person or by proxy at any qualifying meeting by the WCG members shall be sufficient to elect the Board of Directors.
- F) The actions of the Membership Committee shall be subject to approval by the Board of Directors.

Section 4. Executive Committee

- A) This committee will support WCG's professional standards of management & stewardship by overseeing all administrative functions & governing policies, such as human resources, finance, information systems, facilities, & investments.
- B) The Executive Committee shall act as necessary between regularly scheduled meetings of the Board of Directors.
- C) It shall have the authority to develop & review the management of WCG and deal with any internal personnel issues. Its actions shall be subject to approval by the Board of Directors.
- D) Committee members shall consist of the officers of the Board, the immediate past Chairperson of the Board, and chairs of the committees. The Chairperson of the Board shall chair this committee.
- E) The Executive Director, or an appointed staff representative, shall be present at all Executive Committee meetings unless previously notified in writing by the Chairperson of the Board.

Article V Finances and Contracts

Section 1. Financial Institutions

The Board of Directors is authorized to select such depositories, as it shall deem proper for the funds of WCG.

Section 2. Authorized Signatures

- A) The Board of Directors shall determine who shall be authorized in the garden's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.
- B) All checks drawn on WCG accounts must be signed by two Executive Committee members, or one Executive Committee member and the Executive Director or one WCG AmeriCorps*VISTA member.
- C) Authorized signers from the same household may not sign together.

Section 3. Investments

- A) The funds of WCG may be retained in whole or in part in cash or be invested and reinvested in federally insured certificates of deposits or bonds at the discretion of the Board of Directors.
- B) WCG may purchase property, real or personal, as approved by the Board of Directors.

Section 4. Annual Budget

The Board of Directors shall approve an Annual Budget for the current fiscal year prior to the Annual Meeting.

Article VI Miscellaneous Provisions

Section 1. Fiscal Year

The fiscal year of WCG shall begin January first of each year and shall end the last day of December that year.

Section 2. Reimbursements

Any reimbursements and approved project expenditures must be submitted by the end of the incurring fiscal year or by the Annual Meeting. Any projects and project budgets not completed by the Annual Meeting must be resubmitted to the new Board of Directors for re-approval.

Section 3. Indemnification

WCG 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 the he, his testator or in testate was a director, officer, employee or agent of WCG, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

Section 4. Amendments

- A) These Bylaws may be amended by a two-thirds vote of the Board of Directors.

- B) Members of the Membership Committee shall be notified of all Bylaw changes within thirty days of such amendments.