

Gladstone Community Gardening Association

www.gladstonegarden.org

45 82nd Drive, Suite 51, Gladstone, OR 97027

contact@gladstonegarden.org

971-335-9534

BYLAWS

ARTICLE I

Name and Mission of Corporation

- Section 1. This corporation in the City of Gladstone, Oregon, shall be known as the Gladstone Community Gardening Association, hereinafter called the "Association." The Association is a domestic nonprofit mutual benefit corporation under the laws of the State of Oregon. The Association leases the garden land from the City of Gladstone and is subject to city park rules as posted in Meldrum Bar Park. Park rules will be enforced by the City of Gladstone and the Board of Directors of the Association.
- Section 2. The mission of this Association shall be to facilitate noncommercial organic gardening for personal and family use and to promote cooperation and mutual assistance among members. Selling of produce grown in the garden is prohibited.

ARTICLE II

Definitions

For the purposes of these Bylaws, and the Association Rules and Responsibilities the following definitions shall apply:

“Member” shall mean any person who has been enrolled as a gardener, either as a Primary Member or a Secondary Member as listed on the official registration, whether online or offline by paper document, with access to the garden and access to the garden website’s “Members Only” content pages at www.gladstonegarden.org.

“Primary Member” shall mean the individual that has registered online, or offline by paper document, signed and agreed to the Association Rules and Regulations and the then-current Bylaws, and secured a Lot by paying the annual dues. The Primary Member shall have voting rights and other rights as set forth in these Bylaws.

“Secondary Member” shall mean a person designated by the Primary Member as an additional gardener when registering for a Lot. Secondary Members are bound to the same Rules and Regulations as the Primary Member. A Secondary Member does not have voting rights.

“Member in Good Standing” shall mean any member, whether Primary or Secondary, who has maintained his/her Lot(s) in good condition, is in full compliance with the Association’s Rules and Regulations, and adheres to good organic gardening practices.

“Guest” shall mean any person invited into the garden by a Primary or Secondary Member. Guests shall not be permitted into the garden without a Member present, unless the Secretary or President has been notified in advance that such Guest has been authorized by the Member to attend to the garden on his/her behalf.

“Rules and Responsibilities” shall mean those terms governing the behaviors of all Members and Guests as promulgated by the Board of Directors and voted into effect by the Primary Members at the Annual Meeting. Association Rules and Responsibilities may be amended annually as needed.

“Lot” or **“Lots”** shall mean the individual parcel within the garden that has been assigned to the Primary Member. A Full Lot is approximately Twenty (20) feet by Thirty (30) feet; a Half Lot is approximately Twenty (20) feet by Fifteen (15) feet.

“Household” shall mean the family members or other residents of an individual street address.

ARTICLE III Membership

- Section 1. The membership of the Association shall consist of those persons who have secured a garden lot, paid current dues, and are active members in good standing. Each Primary Member shall have one (1) vote on any issue brought before the Annual Membership Meeting or any special meeting of the Association. A vote is based on the Primary Member, not the number of Lots they may have rented.
- Section 2. Duties of Membership shall include community garden work hours to be completed during the growing season, April 1 to October 31, of each year. Hours are determined based upon size and number of lots per Primary Member: four (4) hours per full lot and two (2) hours per half lot. Work hours are completed through scheduled work parties, through board member assignments, or following Work Hour instructions posted on the garden website. In order to maintain member in good standing status for the following year, all work hours must be completed by October 31 of the current year. Failure to do so may jeopardize membership renewal the following year. Required work hours may be completed by any Member or Guest. Each Primary Member is responsible for reporting work hours to the President or Secretary.
- Section 3. Rights and privileges of Primary Members and their lots are non-assignable.
- Section 4. Primary Members shall be notified in advance of meeting dates and agendas. Notification will be via email messages or by U.S. Postal Service for those members

not having email access. All references to "mail" herein include both means of communication.

- Section 5. The Gladstone Community Gardening Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. We are committed to providing an inclusive and welcoming environment for all members.

ARTICLE IV Governing Guidelines

- Section 1. General management of the Association shall be vested in the Board of Directors, who shall be elected as provided in Article VI, Section 2 of these Bylaws. The number of Directors shall not be less than five (5) or more than seven (7).
- Section 2. Officers of the Association shall consist of President, Vice President, Secretary, and Treasurer elected by the members as provided in Article VI, Section 3 of these Bylaws.

ARTICLE V Meetings

- Section 1. The Annual Meeting of members of the Association shall be held the first Tuesday of March of each year. Notice of the time and place of the annual meeting shall be mailed to each Primary Member at least ten (10) days prior to that date.
- Section 2. Special meetings may be called on the initiative of the President, or upon written request of not less than five (5) Primary Members. Notice of special meetings shall be mailed to each Primary Member at least ten (10) days prior to the meeting.
- Section 3. Each Primary Member in good standing shall have one (1) vote at Annual or Special meetings. At all Meetings, twenty (20) Primary Members in good standing shall constitute a quorum. Annual Meetings may be rescheduled by the presiding officer in order to secure a quorum for ballot issues.
- Section 4. Order of business at Annual Meetings may be as follows:
- A. Minutes of prior meeting for information and approval
 - B. Reports of Officers
 - C. Reports of committees
 - D. Unfinished business
 - E. New Business
 - F. Election of Officers
 - G. Reading and approval of minutes of meeting just held, if requested.
- Section 5. Regular meetings of the Board of Directors are held the first Tuesday of each month except March and December. Special meetings of the Board of Directors may be called by the President, or by the Secretary upon request of any two members of the Board.
- Section 6. A majority of the Board of Directors shall constitute a quorum at Board meetings.
- Section 7. Robert's Rules of Order shall be the governing guide for all meetings.

ARTICLE VI
Election of Officers and Directors

- Section 1. The Board of Directors shall consist of the Officers as provided in Article IV Section 2 and one (1) to three (3) At-Large Directors as the membership may determine at the Annual Meeting
- Section 2. Officers and At-Large Directors of the Association shall be elected at the Annual Meeting. Each Primary Member in good standing shall be entitled to one (1) vote for each Officer or Director to be elected. The candidate receiving a majority of the votes cast shall be declared elected.
- Section 3. Elections of Officers shall be on alternate years. Election of President, Secretary, and Technology Officer are to be for two (2) years and shall take place on even numbered years. Election of Vice-President and Treasurer are to be for two (2) years and shall take place on odd numbered years. At-Large Directors shall be elected each year for one (1) year terms.
- Section 4. The term of office for the incoming President, Vice President, Secretary, and Treasurer shall commence on the first Tuesday of April and end on the first Monday of April Twenty-four (24) months later, allowing the new Officers to transition into their roles with guidance from the outgoing Officers. The terms of At-Large Directors shall begin on the first Tuesday of April and end on the first Monday of April Twelve (12) months later.
- Section 5. Members in good standing are qualified to run for office after being a Member of the Association for one (1) year. Any Primary Member in good standing may conduct business at the Association meetings, i.e., make motions, second motions, or speak from the floor when recognized by the Chair.

ARTICLE VII
Duties of Officers

- Section 1. **PRESIDENT:** a) The President shall preside at all meetings of the Association and of the Board of Directors and shall appoint such committees as he/she or the Association shall consider expedient or necessary. The President shall be an ex-officio member of all committees. b) The President has the authority to sign checks and authorize disbursements by other authorized Board Members in case of absence of the Treasurer. c) The President shall retain a key to the Association Post Office box at Gladstone Post Office.
- Section 2. **VICE PRESIDENT:** a) In the absence of the President, the Vice President shall perform his/her duties, and in the absence of both officers, the Treasurer shall preside. b) The Vice President or his/her designees shall be responsible for interviewing applicants for garden lots, conducting orientation sessions for new members, and deciding eligibility for Primary Membership, and confirming that all new members have understood and agree to the Association Rules and Responsibilities. All new member names are then made available to the Secretary, the Treasurer, and the Board. c) A second P.O. Box key is issued to the Vice President.

- Section 3. SECRETARY: a) The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors, and shall, if requested, read such minutes at the close of each meeting for approval. b) The Secretary shall mail all notices for meetings of the Association. c) The Secretary shall maintain accurate membership records in coordination with the Treasurer and the Vice President. d) The Secretary is responsible for communications with members including community updates, work party schedules and relevant information for all members.
- Section 4. TREASURER: a) The Treasurer shall keep accurate accounts of collected fees and any other charges to the members in coordination with the Secretary and Vice President and perform such other duties as may be required by the Board of Directors. b) The Treasurer shall have charge of all receipts and disbursements of the Association as authorized by the Board of Directors and these Bylaws. Transactions shall be made in the name of the Association through a bank approved by the Board of Directors. c) The Treasurer shall keep regular and accurate accounts of receipts and disbursements for submission at regular meetings or upon request by the Board. d) The Treasurer shall report the financial condition of the Association, including all expenditures, at each meeting of the Board of Directors.
- Section 5. TECHNOLOGY OFFICER. The Technology Officer shall be responsible for maintaining the Association's website, including the process of registering new and renewing Primary Members, member database, and payments processing operations.
- Section 6. AT-LARGE DIRECTORS. Board Members at Large provide assistance to the President and other Officers based on needs and expertise on projects that promote and enhance the mission of the Association and routine garden operation,
- Section 7. In the event any Officer or member of the Board of Directors is absent from any two (2) consecutive monthly or special meetings of the Board, such person may be removed from his/her position by a vote of a majority of the the Board.
- Section 8. In the event any Officer or member of the Board of Directors fails to perform the duties specified hereunder or is found to have violated any of the Rules and Regulations of the Association, he/she may be removed from the Board by a vote of a majority of the Board.
- Section 9. If a vacancy occurs among the Board of Directors, that vacancy will be filled by a qualified replacement as quickly as possible by a vote of the Board of Directors, and such person will finish the term of office of that position. An interim replacement may be appointed by the President and confirmed by the Board of Directors.

ARTICLE VIII

Scope of Board of Directors

- Section 1. It is the responsibility and duty of the Board of Directors to uphold the mission of the Association and foster strong community relations with the members.
- Section 2. An Audit Committee or Auditor shall be selected by appointment of the President. The Audit Committee shall choose the Chair of that committee if more than one person is

- appointed by the President. The Audit Committee or Auditor will meet with the Treasurer a minimum of once per quarter or more as deemed necessary.
- Section 3. The Audit Committee or Auditor will review the financial records, bank statements and expenditures, making a report to the officers after each quarter with an annual report to the members at the Annual Meeting.
- Section 4. The Board of Directors shall make and publish Rules and Responsibilities for the conduct of all members and their guests and the use of the Association property, with the duty to fix penalty for violation of those Rules and Responsibilities. The President may designate a Board Member to discuss violations of such Rules and Responsibilities with the offending individual before formal action is taken.
- Section 5. The Board of Directors may appoint committees; vote the expenditure of moneys; contract for, lease, or purchase equipment and services in the name of the Association, and pursue negotiations to the advantage of the Association.
- Section 6. Notification of available facilities and equipment for use of the membership shall be made to all Primary Members on an annual basis.
- Section 7. The Board of Directors shall not impose any liability or levy any assessment upon the members, other than refundable application fees and deposits, annual dues or voluntary donations, provided, however, that members who do not or cannot fulfill their work hour obligations may, at the discretion of the Board of Directors, be assessed a fee in lieu of work hour completion, and such fee shall be applied to funding tools and equipment for the benefit of the Association and its members.

ARTICLE IX

Compensation of Board of Directors, Members at Large and Appointed Officers

Neither the Board of Directors, Directors at Large, Appointed Officers, nor Members shall receive any salary or compensation for services rendered to the Association, with the exception of the waiver of the annual fee for one (1) lot each for President, Vice President, Secretary, Treasurer, Technology Officer, Directors at Large, and Appointed officer(s) during the elected or appointed year(s) of service.

ARTICLE X

Application Fees and Dues

- Section 1. The Board will assess a refundable fee for all new Primary Member applicants. Such application fee shall be returned in full within Ten (10) days if the applicant withdraws from the application process. When such applicant becomes a Primary Member in good standing, such fee shall be deemed a security deposit. When such member leaves the garden in good standing and with the lot(s) returned in a condition, such that a new member may begin gardening, the fee shall be returned promptly without interest. The Treasurer shall ensure that the Association's bank account has sufficient reserves to cover the cost of all such deposit refunds.
- Section 2. All Primary Member renewal applications shall be accompanied by the current annual dues, which shall become the property of the Association upon acceptance.

- Section 3. Annual dues shall be set by the Board of Directors by January 15 of each year and shall be deemed to apply to the period commencing on March 1 and ending on February 28. Notification of this levy will be mailed to all Primary Members in good standing at least one (1) month prior to the Annual Meeting.
- Section 4. Annual dues shall be payable by all renewing Primary Members prior to the Annual Meeting held on the first Tuesday of March each year, payable to the Gladstone Community Garden Association using the online registration or by completing and offline registration form and payment by check or cash.
- Section 5. Any member whose dues are not paid prior to the Annual Meeting of any year may lose all privileges of membership in the Association and forfeit his/her lot(s). Reapplication will be necessary and taken in order by date received.

ARTICLE XI

Rules and Responsibilities; Waiver of Liability

- Section 1. Rules and Responsibilities of conduct, Waiver of Liability, and a copy of the Bylaws shall be provided to each renewing Primary Member each year online or by mail. The Rules and Responsibilities shall be authenticated or changed as deemed advisable, annually, and presented by the Board of Directors to the Membership and voted on accordingly at the Annual Meeting. New and renewing Primary Members must acknowledge acceptance of the Bylaws and Rules and Responsibilities at the time of application for a lot. Waiver of Liability for new Primary Members must be signed during orientation and held on file with the Secretary to maintain status of member in good standing.
- Section 2. Only Association members and their immediate family shall have use of designated lots as well as facilities owned, leased or contracted for by the Association.
- Section 3. Any member whose conduct, while using the properties or facilities owned, leased, or contracted for by the Association, shall, in the opinion of the Board of Directors of the Association, be considered in violation of the Association Rules and Responsibilities, or detrimental to the welfare of the Association may be expelled from membership, in accordance with ORS (Oregon Revised Statutes) Section 65.167, by a vote of two-thirds of the entire Board after due notice in accordance with ORS 65.034 to such member.

ARTICLE XII

Fiscal Policies

- Section 1. Individual Board Members are authorized to spend Association funds according to the table below:
- President:
 - Up to \$300 (Three Hundred Dollars) without approval from other Board members.
 - Over \$300 (Three Hundred Dollars) requires written approval of the Treasurer.

- Prior approval required from the Treasurer when a single month's expenditures exceed \$600 (Six Hundred Dollars)
- Vice President, Secretary and Treasurer:
 - Up to \$200 (Two Hundred Dollars) without approval from other Board Members.
 - Over \$200 (Two Hundred Dollars) requires written approval from the Treasurer.
 - Prior approval shall be required from the Treasurer when a single month's expenditures exceed \$400 (Four Hundred Dollars), except when the Treasurer has obtained approval from the President.
- At-Large Board Members and Technology Officer:
 - All expenditures require prior approval by the President.
 - Approval forms shall be required for expenditures over \$200 (Two Hundred Dollars.)

Section 2. Single expenditures over \$500 (Five Hundred Dollars) require discussion with all Board Members and approval by a majority of the Board Members.

Section 3. Written approval for expenditures shall be maintained by the Treasurer.

Section 4. Checks and withdrawals exceeding amounts authorized by these Bylaws shall be instrumented by two (2) signatures of Officers as named on the Association account.

ARTICLE XIII Notices

All notices to members shall be mailed to addresses of the Primary Members. Preferred mailing will be via email. Such mailing shall constitute presumptive evidence of service.

ARTICLE XIV Amendments

These Bylaws may be amended only by a majority vote of the Primary Members present at the Annual Meeting or a Special Meeting of the Association, provided that notice of the purpose of the proposed amendment has been stated in the notice for the Annual Meeting or Special Meeting as set forth in Article IV.