

*SECOND AMENDED AND RESTATED
BY-LAWS*

New York City Community Gardens Coalition, Inc.

as of November [__], 2014

TABLE OF CONTENTS

	<u>Page</u>
<u>NAME</u>	<u>3</u>
<u>Name</u>	<u>3</u>
<u>Property</u>	<u>3</u>
<u>MEMBERSHIP</u>	<u>3</u>
<u>Eligibility</u>	<u>3</u>
<u>Meetings</u>	<u>3</u>
<u>Special Meetings</u>	<u>3</u>
<u>Quorum, Adjournments of Meetings</u>	<u>3</u>
<u>Action by Vote</u>	<u>4</u>
<u>BOARD OF DIRECTORS (THE “BOARD”)</u>	<u>4</u>
<u>Number, Qualifications, Election and Term of Office</u>	<u>4</u>
<u>Nomination</u>	<u>4</u>
<u>Vacancies</u>	<u>4</u>
<u>Powers and Duties</u>	<u>4</u>
<u>Regular Meetings</u>	<u>4</u>
<u>Special Meetings; Notice</u>	<u>4</u>
<u>Quorum; Adjournment of Meetings</u>	<u>5</u>
<u>Action of the Board</u>	<u>5</u>
<u>Action Without Meeting; Presence at Meetings</u>	<u>5</u>
<u>Organization</u>	<u>5</u>
<u>Annual Report of the Directors</u>	<u>5</u>
<u>Compensation</u>	<u>5</u>
<u>COMMITTEES</u>	<u>6</u>
<u>Executive Committee</u>	<u>6</u>
<u>Advisory Committee</u>	<u>6</u>
<u>Nominating Committee</u>	<u>6</u>
<u>Finance Committee</u>	<u>6</u>
<u>The Nominating Committee shall be a standing committee of the Board, consisting of at least three (3) members, one of which must be the Treasurer. The Treasurer shall serve as the chairperson of the finance committee (the “Finance Committee”). The Finance Committee, in accordance with these By-Laws, shall accept for consideration and recommendation all matters relating to the finances of the Coalition, shall serve as a consultant to the Treasurer and the Executive Director in the day to day financial affairs of the Coalition and shall appoint annually an auditor no later than three (3) months before the Annual Meeting. The Finance Committee shall meet at least quarterly.</u>	<u>6</u>

<u>OFFICERS</u>	<u>6</u>
<u>Number and Qualifications</u>	<u>6</u>
<u>Election and Term of Office</u>	<u>6</u>
<u>Staff (Agents)</u>	<u>6</u>
<u>Removal; Resignation</u>	<u>7</u>
<u>Vacancies</u>	<u>7</u>
<u>President: Powers and Duties</u>	<u>7</u>
<u>Secretary: Powers and Duties</u>	<u>7</u>
<u>Treasurer: Powers and Duties</u>	<u>7</u>
<u>Officers and the Board</u>	<u>7</u>
<u>CONTRACTS, BANK ACCOUNTS, CHECKS, INVESTMENTS</u>	<u>7</u>
<u>Investments</u>	<u>7</u>
<u>Financial Expenditures</u>	<u>7</u>
<u>OFFICE AND BOOKS</u>	<u>8</u>
<u>Office</u>	<u>8</u>
<u>Books</u>	<u>8</u>
<u>MISCELLANEOUS PROVISIONS</u>	<u>8</u>
<u>Corporate Seal</u>	<u>8</u>
<u>Fiscal Year</u>	<u>8</u>
<u>Indemnification</u>	<u>8</u>
<u>Amendments</u>	<u>8</u>

New York City Community Gardens Coalition, Inc. Second Amended and Restated By-Laws

as of November [], 2014

NAME

Name

.

The Corporation shall be known as the New York City Community Gardens Coalition, Inc. (the “**Coalition**”).

Property

.

All property received by the Coalition, 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 the Certificate of Incorporation.

MEMBERSHIP

Eligibility

.

Membership shall be open to all persons interested in the purposes of the Coalition who are active gardeners, members of a community garden in New York City or support the mission of the Coalition (each person individually, a “**Member**”; and collectively, the “**Membership**”). The Coalition strongly encourages its Membership to represent the diversity of the community gardens in the five boroughs of New York City. To be in good standing, a Member must:

Be current with the annual dues established by the Board; and

Have attended at least three meetings of the Coalition within the past 12 months.

Meetings

.

The annual meeting (the “**Annual Meeting**”) of the Membership of the Coalition shall be held during the first quarter of each year at such date, time and place as the Board may determine. The election of directors (each a “**Director**” and collectively, the “**Directors**”), amendment of these By-laws, if any, and any issues which the Board deems relevant for voting by the general Membership will take place at the Annual Meeting. Other than the Annual Meeting, other meetings of the Membership (each a “**Membership Meeting**”) shall be scheduled

by the Board as necessary and at such time and place as the Board may determine; *provided, however*, that the Board shall schedule at least two Membership Meetings, in addition to the Annual Meeting, each year.

Only Members in good standing will be eligible to vote. An up-to-date list or record of Members entitled to vote shall be kept by the secretary of the Coalition (the “**Secretary**”) and shall be available at all Membership Meetings.

The president of the Coalition (the “**President**”), or a Director so designated, shall preside at all meetings of the Membership. The Secretary shall act as Secretary at all Membership Meetings but, in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of such meeting.

Written notice of the time, place and date of meetings shall be given by first class mail or in person to each Member not less than ten (10), and no more than thirty (30) days, before such meeting, *provided* that notice of the meeting need not be given to any Member who submits an original signed waiver of notice, whether before or after the meeting. Alternatively, for any Member that so elects, notice of the time, place and date of meetings may be given electronically to the email address provided by such Member. The attendance of any Member at a meeting shall constitute a waiver of notice.

Special Meetings

Special meetings of the Members may be held upon the call of at least 40% of the Directors or upon the call of at least one-tenth of the Members. Written notice of the time, date and place of such meeting shall be given by first class mail or in person to each Member, not less than ten (10), and not more than thirty (30), days before such meeting, *provided* that, notice of the special meeting need not be given to any Member who submits an original signed waiver of notice, whether before or after the meeting. Alternatively, for any Member that so elects, notice of the time, place and date of such meeting may be given electronically to the email address provided by such Member. The attendance of any Member at a meeting shall constitute a waiver of notice.

Quorum, Adjournments of Meetings

At all meetings of the Members, one-fifth of the Members entitled to vote, present in person or by written proxy, signed and dated, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members so present or represented may adjourn the meeting.

Action by Vote

Except as indicated elsewhere in these By-laws, a majority of the votes cast in person or by written proxy, signed and dated, at any Membership Meeting where a quorum is present shall be sufficient to authorize any action of the Members.

BOARD OF DIRECTORS (THE “BOARD”)

Number, Qualifications, Election and Term of Office

The number of Directors shall be no less than five (5) and no more than fifteen (15). The exact number of Directors shall be determined by the Members at the Annual Meeting, but in the absence of a determination, the number of Directors to be elected shall be the same as the number of directors then in office whose terms are expiring. To be eligible for election to the Board a person must be a Member in good standing of the Coalition and must be at least eighteen (18) years of age. At least sixty percent (60%) of Directors must be either active gardeners or members of a community garden in New York City.

Each Director shall serve for a term of two (2) years, and such terms shall be staggered so that approximately half of the total number of Directors shall be elected at each Annual Meeting. At each Annual Meeting, the Members, by vote of a plurality of all Members entitled to vote, shall elect Directors to replace those whose terms are expiring to a term of two (2) years. Any increases or decreases in the number of Directors shall be apportioned among the classes so as to keep them as equal in number as possible.

Each Director shall continue in office until his/her successor shall have been elected and qualified or until his/her earlier death, resignation or removal. Any Director may be removed, for cause, (1) by a three-fourths (3/4) vote of the Directors then in office at a meeting called by the Board for that purpose, or (2) at a special meeting of the Members called by the Members for that purpose, by a vote in person or by written proxy, signed and dated, of three-fourths of all Members entitled to vote. For purposes of this Section 1 of this Article III, “cause” shall include but not be limited to (i) the failure of a Director, without good cause, to attend within a year at least fifty percent (50%) of the regular meetings of the Board or committees of the Board on which he or she serves; (ii) violation of the Director’s fiduciary obligation to the Coalition or any applicable law, rule or regulation, or any material violation of any written policy of the Coalition; or (iii) otherwise causing damage to the goodwill or reputation of the Coalition, in each case as reasonably determined by the Board.

Any Director may resign at any time by giving written notice to the President, the Secretary or the Board. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Nomination

The Membership shall form a nominating committee (the “**Nominating Committee**”) in the fourth quarter of each year for the purpose of nominating candidates for the Board.

Nominees will be asked to submit a resume along with a statement of qualifications. Notice of the nominees shall be sent to the Members in person or by first class mail at least thirty (30) days prior to the Annual Meeting. Alternatively, for any Member that so elects, notice of the nominees may be given electronically to the email address provided by such Member.

Vacancies

In the case of any vacancy in the Board for any cause, including the death, resignation or removal of any Director or the authorization of an increase in the number of Directors, a new Director may be elected to fill such vacancy by a plurality of the votes cast by the Members present at a regular meeting or at a special meeting called for the purpose of filling a vacancy on the Board.

Powers and Duties

The Board shall be the operating body of the Coalition and shall have general power to manage and control the affairs and property of the Coalition. The Board shall have full power, by majority vote, to adopt rules and regulations governing the Coalition and shall have full and complete authority with respect to the distribution and payment of the monies received by the Coalition from time to time; *provided, however*, that the Board shall not have the power to contravene the fundamental and basic purposes of the Coalition, as expressed in the Certificate of Incorporation; and, *provided, further*, that the Board shall not permit any part of the net earnings or the capital to inure to the benefit of any Member or private individual. The Board shall also have the authority to select such depositories as it may deem proper for the funds of the Coalition.

Regular Meetings

Regular meetings of the Board may be held at such place and time as the Board may determine. Notice of such time and place shall be given to each Director by mail, email, phone or in person at least ten (10) and not more than thirty (30) days prior to such meeting.

Special Meetings: Notice

Special meetings of the Board may be held at any time and place upon the call of the President of the Coalition or at least forty percent (40%) of the Directors. Notice of the time, place and purpose of every special meeting of the Board shall be given to each Director in person, by email, by mail or by telephone, at least ten (10) days before the meeting, *provided* that notice of the special meeting need not be given to any Director who submits an original signed

waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting shall constitute a waiver of notice.

Quorum; Adjournment of Meetings

A majority of the Directors in office shall constitute a quorum for the transaction of business. Whether or not there is a quorum at any meeting, a majority of the Directors who are present may adjourn the meeting.

Action of the Board

Except as indicated elsewhere in these By-laws, a majority of the votes cast at any meeting of the Board, where a quorum is present, shall be sufficient to authorize any action of the Board, *provided* that the purchase, sale, mortgage, or lease of real property shall be authorized by at least a two-thirds vote of the entire Board. No Director shall have the power to act unilaterally to implement Coalition policies or to authorize Coalition actions.

Action Without Meeting; Presence at Meetings

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board have been informed and consent in writing to the adoption of a resolution authorizing the action. Such unanimous consent shall be filed with the minutes of the next meeting of the Board.

Any one or more Members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Organization

The President of the Coalition shall preside at all meetings of the Board or, in the absence of the President, the Directors present shall choose a presiding officer. The Secretary of the Coalition shall act as Secretary of all meetings of the Board, but in the absence of the Secretary, any person may be appointed by the Directors present to act as Secretary of the meeting.

Annual Report of the Directors

At the Annual Meeting of Members, the Board shall present a report (the “**Annual Report**”), (i) verified by the President and the treasurer (the “**Treasurer**”) or by a majority of the Directors, or (ii) certified by an independent public accountant or certified public accountant, showing in appropriate detail the following:

The assets and liabilities, including trust funds, of the Coalition as of the end of the prior 12-month fiscal year;

the principal changes in assets and liabilities, including trust funds, during said fiscal year;

the revenues or receipts of the Coalition (both unrestricted and restricted to particular purposes) during said fiscal year;

the expenses or disbursements of the Coalition (both unrestricted and restricted to particular purposes) during said fiscal year;

the number of Members of the Coalition as of the date of the report, together with a statement of increase or decrease in such number during said fiscal year, and a statement of the place where the names and places of residence of the current Members may be found;

actions taken by the Board during the prior fiscal year which impact the Coalition and are relevant to report to the Membership; and

presentation of current Board to the Members.

The Annual Report of Directors shall be filed with the records of the Coalition and either a copy or abstract thereof entered into the minutes of the proceedings of the Annual Meeting of Members.

Compensation

.

Directors shall not receive any salary or fee for their services as Directors or as members of committees, but by resolution of the Board reasonable expenses may be reimbursed for attendance at meetings.

COMMITTEES

Executive Committee

.

The executive committee (the “**Executive Committee**”) shall be a standing committee of the Board, consisting of three or more members. The chairman of the Board (the “**Chairman**”) shall ex officio be a regular member of the Executive Committee and shall act as its chairman. The Chairman of the Board shall name to the Executive Committee such members of the Board

as the Chairman of the Board shall determine from time to time and each such member of the Executive Committee shall serve as such at the pleasure of the Chairman of the Board. The Executive Committee is hereby delegated all powers and authorities of the Board during all intervals between meetings of the Board.

The Executive Committee is also hereby delegated the authority to propose the annual budget for the Coalition. No later than the last regular or special meeting of the Board in any fiscal year, the Executive Committee shall propose to the Board a budget for the Coalition for the ensuing year.

Advisory Committee

The Board may appoint from time to time any number of persons as advisors to the Coalition to study any policy or issue designated by the Board and to recommend to the Board a proposed course of action (each such group, an “**Advisory Committee**”). Each Advisory Committee shall serve at the pleasure of the Board and may be abolished, by action of the Chairman, at any time. The members of each Advisory Committee shall receive no compensation other than reasonable expenditures incurred in activities for the benefit of the Coalition as authorized by the Board. The Board, or a committee of the Board, shall evaluate the recommendation of the Advisory Committee, but neither the Board nor any committee of the Board shall be permitted to delegate its authority or responsibility as a Director of the Coalition to any such Advisory Committee. Each Advisory Committee shall keep records of its meetings and shall report its action to the Chairman of the Board.

Nominating Committee

The Nominating Committee shall be a standing committee of the Board, consisting of at least three (3) members. The Chairman of the Board shall ex officio be a regular member of the Nominating Committee and shall act as its chairman. The Chairman of the Board shall name to the Nominating Committee such members of the Board as the Chairman of the Board shall determine from time to time and each such member of the Nominating Committee shall serve at the pleasure of the Chairman of the Board.

The Nominating Committee is hereby delegated all powers and authorities of the Board to (i) to nominate persons for election to the Board at any regular, special or annual meeting, and (ii) nominate persons for election as officers in the positions described in Article V. The Nominating Committee shall notify the Secretary of the names of candidates to be presented for election as officers or members of the Board in sufficient time for such names to be included in the notice of the applicable meeting of the Board.

The Nominating Committee shall meet at such times as shall be determined by the Chairman of the Board and shall notify the Secretary of the names of

candidates to be presented for election as officers or members of the Board in sufficient time for such names to be included in the notice of the applicable meeting.

Finance Committee

The Nominating Committee shall be a standing committee of the Board, consisting of at least three (3) members, one of which must be the Treasurer. The Treasurer shall serve as the chairperson of the finance committee (the “**Finance Committee**”). The Finance Committee, in accordance with these By-Laws, shall accept for consideration and recommendation all matters relating to the finances of the Coalition, shall serve as a consultant to the Treasurer and the Executive Director in the day to day financial affairs of the Coalition and shall appoint annually an auditor no later than three (3) months before the Annual Meeting. The Finance Committee shall meet at least quarterly.

OFFICERS

Number and Qualifications

The officers of the Coalition shall be a President, a Secretary, a Treasurer and such other officers, if any, as the Board may from time to time designate. One person may hold more than one office in the Coalition, except that one person may not simultaneously hold the offices of President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Election and Term of Office

Each officer of the Coalition shall be elected by a majority vote of the Board and shall hold office for one year.

Staff (Agents)

The Board may appoint from time to time such staff (agents) as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, shall have such authority and perform such duties and shall receive such reasonable compensation, as the Board may from time to time determine.

Removal; Resignation

Any officer of the Coalition may be removed, with or without cause, by a vote of at least two-thirds of the Board at a meeting called for that purpose. Any officer of the Coalition may resign at any time by giving written notice to the President, the Secretary or the Board. Unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies

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

President: Powers and Duties

The President shall preside at all meetings of the Members and the Board. S/he shall have general supervision of the affairs of the Coalition. S/he shall keep the Board fully informed and shall freely consult with them concerning the activities of the Coalition. S/he shall have the power to sign alone, unless the Board shall specifically require an additional signature, in the name of the Coalition all contracts, bills, notes, receipts, endorsements, acceptances, checks, releases and other documents authorized either generally or specifically by the Board. S/he shall perform such other duties as shall from time to time be assigned by the Board.

Secretary: Powers and Duties

The Secretary shall act as Secretary of all meetings of the Members and the Board, shall record and file the minutes of all such meetings, and shall provide copies of the minutes of the Board meetings to each Board member by the following meeting. S/he shall keep attendance at all such meetings and shall maintain the records of the Coalition. S/he shall give, or cause to be given, notice of all meetings of the Board and all meetings of the Members of the Coalition as provided for in these By-laws. S/he shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Treasurer: Powers and Duties

The Treasurer shall have the custody of all funds and securities of the Coalition. S/he shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Coalition and shall deposit all money and other valuable effects of the Coalition in the name and to the credit of the Coalition in such banks or depositories as the Board may designate. S/he shall maintain records of income, expenses, bank accounts and activity, and shall report at meetings of the Board the current financial status of the Coalition. S/he shall have the authority,

at the discretion of the Board, to sign checks on behalf of the Coalition for sums less than one hundred fifty dollars (\$150.00), and may sign checks for sums in excess of one hundred fifty dollars (\$150.00) with the express authorization of the Board. Whenever required by the Board, s/he shall at all reasonable times exhibit books and accounts to any officer or Director of the Coalition at meetings of the Board, and shall perform all duties incident to the position of treasurer subject to the control of the Board, and s/he shall, when required, give such security for the faithful performance of his/her duties as the Board may determine.

Officers and the Board

All officers shall be ex officio members of the Board with voting rights.

CONTRACTS, BANK ACCOUNTS, CHECKS, INVESTMENTS

Investments

The funds of the Coalition 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 or other securities, as the Board in its discretion may deem desirable.

Financial Expenditures

All financial expenditures over the amount of one hundred fifty dollars (\$150.00) must be authorized by the Board and must be signed by two officers, to be designated by the Board.

OFFICE AND BOOKS

Office

The principal office of the Coalition shall be in the City of New York, State of New York.

Books

There shall be kept at the principal office of the Coalition correct books of account of the activities and transactions of the Coalition including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-laws, and all minutes of meetings of the Members of the Board.

MISCELLANEOUS PROVISIONS

Corporate Seal

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

Fiscal Year

The fiscal year of the Coalition shall be from January 1st until December 31st.

Indemnification

The Coalition 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 s/he, his/her testator or intestate was a Director, officer, employee or agent of the Coalition, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees.

Amendments

These By-laws may be amended by a two-thirds affirmative vote at a meeting of the Membership duly called for the purpose of amending these By-laws, provided that notice of the substance of such proposed amendment(s) has been included in notice of the meeting.