

Bylaws of the
Chicago Community Gardener Association

As of JANUARY 3, 2015

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ARTICLE I. NAME , MISSION , GOALS & PROPERTY

Section 1.1 Name, and Mission

This organization shall be known as the Chicago Community Gardener Association ("CCGA").

The Mission of Chicago Community Gardener Association (CCGA) is to connect, support, preserve, and empower community gardens through grassroots organizing, collaboration, education AND COMMUNICATION . We recognize community garden space as uniquely positioned to strengthen community and build bridges within CHICAGO neighborhoods, regions, and citywide while increasing civic participation and developing sustainable approaches to living in the city

SECTION 1.2 - The Goals of the CCGA :

We are committed to the following:

- fostering sustainable, community-led gardens,
- encouraging organic gardening practices and techniques,
- identifying and developing gardening resources and support,
- developing systems for equitable allocation of these gardening resources and support.

We believe these goals will result in vibrant and viable community gardens for many generations to come.

Section 1.3 Property

All property received by the CCGA, 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 ARTICLES of Incorporation.

Upon the dissolution of the CCGA, the Board of Directors shall, after paying or making provision for the payment of all liabilities, dispose of all the assets of the CCGA exclusively for the purposes stated above.

ARTICLE II - OFFICES AND AGENT

Section 2.1 Offices

The CCGA shall maintain a registered office in the City of Chicago, State of Illinois, at a location to be determined by the Board of Directors.

Section 2.2 Agent

The Agent is required to submit the 990 report and Annual report to the State.

ARTICLE III - MEMBERS OF THE CCGA and GENERAL MEETINGS

Section 3.1 Types of Memberships:

Regular membership in the CCGA shall be open to individuals, community garden groups, community allies, and organizational partners. All members have voting rights with the exception of the institutional partners and supporters who are not community gardeners.

Section 3.2 Application for Membership:

The Board shall prepare and maintain membership applications for each type of membership and shall require such applications to be completed by a prospective member of either type before membership is granted. Each prospective Member shall complete an application form and shall abide by the CCGA's Mission. Each Member shall update the application form and pay an annual membership fee. This membership fee will not be reimbursed if the Member resigns or is removed from membership. The amount of fee for Members will be determined by the Board of Directors. Once the prospective member's application is approved by the Membership Committee, the Board of Directors shall accept or reject the application at its next board meeting.

Section 3.3 Removal of Members:

Any Member may be removed whenever, in the judgment of the Board of Directors, the best interest of the CCGA would be served thereby, by the affirmative vote of two-thirds of those Officers and Directors present at the meeting of the Board of Directors. Proper notice to the Board and the affected Member specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such a removal shall be considered.

Section 3.4 General Membership Meetings:

At least one General Membership meeting of CCGA will be held annually in March. Notices will be sent to all dues paying Members at least (20) days prior to the date of such meeting.

Section 3.5 Office(s) and Agent ????? - IS THIS REPEATED??? SHOULD IT BE HERE?

The CCGA shall maintain a registered office in the City of Chicago, State of Illinois, at a location to be determined by the Board of Directors. The Board of Directors shall designate a registered agent who shall maintain offices identical with the CCGA's registered office.

Article IV. Board of Directors and Officers

Section 4.1 General Powers: The activities, affairs, and property of the CCGA shall be managed, directed, and controlled, and its powers exercised by, and vested in the Board of Directors.

Section 4.2 Number, Term, Election and Qualifications:

Section 4.2a Number: The Board of Directors of the CCGA shall consist of not less than SEVEN (7)& NO MORE THAN 15 Members and shall comprise the Officers and Directors. The Directors shall be the Chairs of the Standing Committees.

Section 4.2b Term: Officers and Directors will serve one year terms. Unless an Officer or Director dies, resigns or is removed from office, each such person (including one elected to fill a vacancy) shall hold office until the expiration of the term for which elected or until a successor has been elected and qualified.

Section 4.2c Election: At its January meeting the Board shall choose a slate of members to propose for election as Officers and Directors at CCGA Annual Meeting. Election shall be by a majority of

Members present at the CCGA Annual Meeting. Elections shall be held at each Annual Meeting of the CCGA.

Section 4.2d Qualifications: Officers and Directors or the organization they represent must be Members. Officers and Directors shall wholeheartedly agree with and support the Mission and shall have fiduciary duty to the CCGA to put its interest first. Officers and Directors shall attend 50% of the Board of Directors meetings and 50% of those Standing Committees to which they belong during each year. Directors shall chair one Standing Committee and serve on no more than three Standing Committees.

Section 4.3 Resignation: Any Officer or Director may resign at any time by delivering a written resignation to the President or the Secretary of the Board. The acceptance of any such resignation shall not be necessary to make the same effective.

4.3b Vacancies: Vacancies in the Board shall be filled at the next Annual Meeting of the CCGA. The Board may appoint a temporary Officer or Director for the interim. An Officer or Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 4.3c Removal: Any Officer or Director may be removed whenever, in the Board's judgment, the best interest of the CCGA would be served thereby, by the affirmative vote of two thirds of the Board Members present at the meeting of the Board of Directors. Proper notice (see 3.4d) specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such a removal shall be considered. Any Board member who shall have been absent from three consecutive Board meetings without presenting a satisfactory explanation to the Board may be considered to have resigned and may be replaced. Any Board member who does not satisfy the qualifications for Board membership listed in Article III, 3.2d shall be removed from office.

Section 4.4 Annual Meetings, Regular Meetings, Special Meetings, Meeting Notices, Quorums, Rules and Procedures.

Section 4.4a Annual Meeting: An annual meeting of the Board shall be held each January for the purpose of nominating a slate of Officers and Directors to be presented at the CCGA Annual Meeting in March.

Section 4.4b. Regular Meetings: The Board of Directors shall hold meetings at least quarterly. Roberts' Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

Section 4.4c Special Meetings: Special meetings of the Board of Directors may be called by or at the request of any four Officers and/or Directors. Any reasonably accessible place within the City of Chicago may be designated as the place for holding such a meeting.

Section 4.4d Meeting Notices: Meeting notices shall be sent electronically at least five (5) business days before the meeting and shall be sent to each Officer and Director at his or her email address as it appears on the records of the CCGA. Each such notice shall state the day, the time and the place for such meeting and, in case of special meetings, by whose request it was called. The purpose of any special meeting of the Board shall be specified in the notice.

Section 4.4e Quorum and Manner of Acting: At all meetings of the Board of Directors, one half of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation, or these bylaws. No Officer or Director may act by proxy on any matter.

Section 4.4f Official record: An appropriate CCGA Board Member shall keep regular minutes of each Board meeting.

Section 4.5 Officers **and Duties**

Section 4.5a Titles: The Officers of the CCGA shall be President, Vice President, Secretary, and Treasurer. The same person may not hold more than one of the offices at the same time, except that the secretary and treasurer may be the same person.

Section 4.5a.i Duties

President - **The President shall preside at the meetings of the Board of Directors and shall be a member ex officio of all committees except the nominating committee.** He or she shall report to and advise the Board of Directors on all significant matters relating to CCGA, shall be the Board's liaison to the Advisory Committee, and shall see that all orders and resolutions of the Board are carried into effect. **In the absence of the president, the vice president shall preside. In the absence of both, the secretary shall preside.**

Vice President - The Vice President shall act under the direction of the President **and shall be a member ex officio of all committees.** In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President.

Secretary – **The Secretary shall keep the minutes of the CCGA, be the custodian of all records and other valuable papers of the CCGA, and maintain a record of all the CCGA's personal property. The Secretary shall maintain the Bylaws of the CCGA and any and all amendments thereto in printed form available at all times to the membership and shall also certify to the correctness of said Bylaws whenever called upon to do so. The Secretary shall conduct all of the correspondence of the CCGA under the direction of the President and give notice of meetings when required.** In general, the Secretary shall provide that the minutes of Board meetings and that notices are sent in accordance with the provision of these bylaws.

Treasurer - The Treasurer shall be responsible for all funds of the CCGA and shall have the general powers and duties usually vested in the office of Treasurer of a non-profit organization and shall have such other powers and duties not inconsistent with these bylaws as may be assigned to him or her from time to time by the Board. **The Treasurer in coordination with the Membership Chairperson shall collect the dues and shall send all necessary notices to delinquent members.** In general, the Treasurer shall examine the books of the CCGA and shall submit a full financial report to the Board at its January meeting and financial statement on at least a quarterly basis to the Board.

Section 4.5b Election and term: The Officers and Directors of the CCGA shall be elected annually by the Members at the Annual Meeting. Vacancies may be filled at any meeting of the Board of Directors. Officers and Directors will serve one year terms. Unless an Officer or Director resigns, dies, or is removed from office, he or she shall hold office until the expiration of the term for which he or she is elected.

Section 4.5c. Advisory Board: An advisory board may be established by the Board. The advisory board shall not have or exercise the authority of the Board of Directors in the management of the CCGA. Advisory board members shall not be required to attend Board or Standing Committee meetings but shall be kept informed of the CCGA's activities. Advisory board members shall be available to provide advice and counsel to the Board.

Article V. COMMITTEES

5.4g Committees: **The Board shall have the right to appoint and determine the composition and authority of such standing committees and other committees and task forces as it deems necessary from time to time. Such committees and task forces may be described in separate administrative regulations or in resolutions of the Board.**

Committees may be established by two thirds vote of the Board. Ad hoc committees may be formed for limited periods of time. Committee members shall be approved by the Board. Each committee shall consist of at least one Board Member and one volunteer Member. Committees shall not have or exercise the authority of the Board in the management of the CCGA. One Board member must serve as the chair of each committee.

The full Board of Directors shall guide each Committee's formation, goal setting, and execution of purpose. Any committee may be abolished by the Board if, in the Board's judgment, the committee has fulfilled its purpose or is not serving the best interest of the CCGA.

Article VI. Records

There shall be maintained at the principal office of the CCGA all financial books and records of account, all minutes of Committee and Board of Directors' meetings, the names and addresses of the Board of Directors and Members of the CCGA, and copies of all other material, Corporate records, books, documents, and contracts. All such books, records, minutes, lists, documents and contracts shall be made available for inspection at any reasonable time during usual business hours, by any Director of the Corporation, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each Officer or Director shall turn over to his or her successor or the President, in good order, such monies, books, records, minutes, lists, documents and contracts or other property of CCGA as have been in the custody of such officer or agent during his or her term of office.

Article VII. Deposits, Checks, Loans and Contracts

Section 7.1 Deposits: All funds of the CCGA shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors may from time to time determine.

Section 7.2 Checks: All checks of the CCGA shall be signed by _____ designated by the Board.

Section 7.3 Loans: No loans or advances shall be contracted on behalf of the CCGA and no note or other evidence of the indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors.

Section 7.4 Contracts: Without the express and specific authorization of the Board of Directors, no Officer, Director, or other agent of the CCGA may enter into any contract or execute and deliver any instrument in the name of or in behalf of the CCGA.

Section 7.5 Gifts: The Board of Directors may accept on behalf of the CCGA any contribution, gift, bequest, or device for the general Mission or for any special purpose of the CCGA.

Article VIII. Compensation of and Contracts with Directors and Officers

Section 8.1 Compensation: The Board Members shall serve as such without compensation and shall have a fiduciary duty to ensure the best interests of the CCGA.

Section 8.2 Contracts: No Director or Officer of the CCGA shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it.

Article IX. Indemnification of Directors and Officers

Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the CCGA may be indemnified by the CCGA against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors, or administration) may be entitled apart from this Article.

The Board of Directors shall have the power to (i) purchase and maintain, at the CCGA's expense, insurance on behalf of the CCGA and on behalf of others, including Directors and Officers, to the extent that power to do so has been or may be granted by statute, and (ii) give other indemnification to the extent permitted by law.

Article X. Amendment of Bylaws

Except as otherwise provided herein, these Bylaws may be altered, amended or repealed and new bylaws may be proposed by a vote of two-thirds of the Board of Directors or two-thirds of the Membership and may be adopted by an affirmative vote of two-thirds of the Members present at the Annual Membership Meeting. Notice of such meeting, setting forth in detail the proposed Bylaw revisions with written or electronic explanation therefore, be given not less than ten days prior to the meeting. Any amendment of change shall be incorporated into a new written set of bylaws within thirty (30) days of its enactment and distributed to Board members within forty (40) days.

Article XI. Miscellaneous

Section 11.1 Fiscal Year: The fiscal year of the CCGA shall begin on the first day of January and shall end on the last day of December of each year.

Section 11.2 Construction: If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible: a) the remedies of these Bylaws shall be considered valid and operative; and b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 11.3 Policies: Chemical use – Member gardens are asked to avoid using herbicides and pesticides in their gardens. Biosolids use – the CCGA does not support the use of biosolids in member gardens.

Section 11.4 Relationship to Articles of Incorporation: These Bylaws are subject to, and governed by, the Articles of Incorporation.