

**WINDSOR PARK COMMUNITY GARDEN ASSOCIATION
BYLAWS
ADOPTED JULY 19, 2005**

ARTICLE I COMMON NAME

The common name of the association shall be the Windsor Park Community Garden Association (hereafter referred to as the “Association”).

ARTICLE II PURPOSE

Not in conflict with the Articles of Association, the purpose of the Association is:

1. to establish a community garden or gardens, in order to provide an opportunity for local residents to garden; to beautify the neighborhood; and to provide a meeting place for neighbors.
2. to promote, to educate, and to disseminate information about sustainability and food security to the local community.

ARTICLE III MEMBERSHIP

Section 1. Eligibility

Membership shall be granted to all persons, 18 years of age or older, who are financially in good standing with the Association, who actively work a garden plot or participate on a sanctioned garden project, including, but not limited to: planting and maintaining the tree orchard, beekeeping, raising poultry, maintaining the fish pond, harvesting rainwater, or composting and mulching.

Section 2. Membership Dues

1. Dues payments shall be for a fiscal year.
2. Dues payments shall be paid to the Treasurer of the Association.
3. Dues shall be set by the Steering Committee.

Section 3. Revocation of Membership

1. Membership may be revoked when a member no longer meets the requirements for membership or for cause.
2. Membership may be revoked only by a two-thirds (2/3) vote of the voting members at a regular meeting provided that notice has been provided to the membership no less than one (1) week prior to said meeting.

Section 4. Voting Rights

1. Each member shall be entitled to one vote and may exercise this right commencing thirty (30) days after initial payment of dues and continuing while dues are kept current.
2. Voting rights shall not lapse if dues are paid during or prior to January 15th of each year.
3. At any regular meeting each member present or by proxy in writing shall be entitled to one vote. Upon demand by any member, voting on any question shall be by secret

ballot. A current list or record of members entitled to vote shall be kept by the Secretary and shall be available at all meetings.

Section 5. Regular Meetings

Regular meetings of the members shall be held bi-annually on the third Tuesday in February (“spring meeting”) and the third Tuesday in September (“fall meeting”). The Steering Committee may reschedule the date of the regular meetings or schedule additional regular meetings of the membership, provided that notice has been provided to the membership no less than one (1) week prior to such meeting.

Section 6. 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 ten (10) percent of the members. Notice of the meeting shall be provided to the membership no less than one (1) week prior to such meeting.

Section 7. Notice of Meetings

Unless otherwise specified in these Bylaws, notice of a meeting shall be provided no less than one (1) week prior to such meeting. Notice shall be provided to the membership by:

1. sending an email to the email address of record for all members;
2. posting a notice of the meeting on the community garden bulletin board.

Section 8. Quorum

A quorum shall be necessary for the transaction of Association business and shall consist of ten percent (10%) of the voting members or 5 voting members, whichever is greater.

Section 9. Majority Vote

A vote of more than fifty percent (>50%) of the voting members constituting a quorum shall be binding on the Association, unless specifically stated otherwise in these Bylaws.

Section 10. Organization

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

ARTICLE IV STEERING COMMITTEE

Section 1. Composition

The Association will be governed by a Steering Committee. The Steering Committee shall consist of nine (9) members. The initial interim Steering Committee shall be appointed as indicated in the Articles of Association for the period prior to the first regular meeting and election on the third Tuesday in February 2006, with the newly elected Steering Committee members taking office on March 1, 2006.

Section 2. Qualifications

Steering Committee members must be 18 years of age or older and must be in good financial standing with the Association.

Section 3. Term of Office

Members of the Steering Committee shall serve for a term of one year. The new Steering Committee shall be installed at the spring meeting and shall formally take office on March 1 following their election.

Section 4. Election

The election of the Steering Committee shall be at the spring meeting. Nominations shall come from the Nominating Committee or from the floor, with the consent of the nominee. A slate of candidates shall be presented to the membership for voting by secret ballot. The nine candidates receiving the most votes shall be deemed elected. In case of a tie for the ninth Steering Committee position, a run-off ballot between the tied candidates shall be held. Elections to fill a Steering Committee position with an unexpired term may be held at any regular meeting.

Section 5. Removal and Resignation

Any Steering Committee member may be removed, with cause, at a meeting specially called for that purpose, by a vote of two-thirds (2/3) of all responding members, provided that notice has been furnished to the membership no less than one (1) week prior to such meeting. Upon missing three (3) consecutive regular Steering Committee meetings, the absent member will be considered removed from office. Any member 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 6. Vacancies

In the case of any vacancy in the Steering Committee from any cause, including the death, resignation, or removal of any member, a new member must be elected to fill such a vacancy by the general membership. A meeting specially called to fill the vacant office must be held within thirty (30) days of vacancy.

Section 7. Duties

The Steering Committee shall have general power to manage and control the affairs of the Association; shall determine its policies and changes therein within the limits of the Bylaws; shall actively pursue its purposes; participate in committee work; and shall have discretion in the disbursement of its funds consistent with such purposes.

Section 8. Regular Meetings

Regular meetings of the Steering Committee may be held at such place and time as the Steering Committee may determine. Notice of time, date, and location of meeting must be

provided to the membership no less than one (1) week prior to such meeting. There shall be no fewer than four (4) quarterly meetings within any year.

Section 9. Special Meetings

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

Section 10. Notice of Meetings

Unless otherwise specified in these Bylaws, notice of a meeting shall be provided no less than one (1) week prior to such meeting. Notice shall be provided to the membership by:

1. sending an email to the email address of record for all members;
2. posting a notice of the meeting on the community garden bulletin board.

Section 11. Quorum

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

Section 12. 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 (2/3) 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 13. Action Without Meeting: Presence at Meetings

Any action required or permitted to be taken by the Steering Committee may be taken without a meeting of all members 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 14. Organization

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

ARTICLE V OFFICERS

Section 1. Composition

There shall initially be four officers of the Steering Committee. These officers are Garden Coordinator, Site Coordinator, Treasurer, and Secretary. For each additional garden site

operated by the Association, there will be an additional Site Coordinator. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Term of Office

Officers shall serve for a term of one year. The new officers shall be installed and formally take office at the first Steering Committee meeting after the spring meeting.

Section 3. Elections

At the first Steering Committee meeting after the spring meeting, the Steering Committee shall elect the officers.

Section 4. Removal and Resignation

Any officer 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 IV, Section 5.) Upon missing three (3) consecutive regular Steering Committee meetings the absent officer will be considered removed from office. Any officer may resign at any time upon giving written notice to the Steering Committee.

Section 5. Vacancies

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

Section 6. Duties of Garden Coordinator

The Garden Coordinator shall:

1. Preside and moderate at all membership meetings and Steering Committee meetings.
2. Be responsible for the regular and Steering Committee meeting agendas.
3. Be responsible for acting as a facilitator and mediator in any discussion, disagreement, or problem.
4. Serve as a signatory for bank accounts and depositories.
5. Keep the Steering Committee members fully informed and consult freely with them.
6. Oversee Association business between meetings.
7. Be an ex-officio member of all committees.
8. Represent the Association as needed.
9. Perform other duties as assigned by the Steering Committee.

Section 7. Duties of Treasurer

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

1. Serve as a signatory for bank accounts and depositories.
2. Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Steering Committee.

3. File all financial reports with appropriate state and federal authorities for the fiscal year of his/her term of office.
4. Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.
5. Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Steering Committee taking proper vouchers for such disbursements.
6. Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
7. Exhibit at all reasonable times the books of account and financial records to any member of the Association, or to the member's agent or attorney, on request or demand with five (5) business days' written notice therefore, and report to the Steering Committee at the next meeting the fact of such request or demand.
8. Render to the members at meetings and whenever requested an account of any or all of the transactions as Treasurer and of the financial condition of the Association.
9. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
10. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Association or by these Bylaws, or which may be assigned to the Treasurer by the Steering Committee.

Section 8. Duties of Secretary

The Secretary shall:

1. Certify and maintain a copy of these Bylaws as amended or otherwise altered to date.
2. Take and maintain the minutes of all meetings of the Association, and, if applicable, meetings of Committees, recording therein the time and place of holding, the names of those present at the meeting, and the proceedings thereof.
3. Be custodian of the records of the meetings and all official correspondence of the Association.
4. Keep a record of the current membership containing the name, current address, telephone number(s), and email addresses of each and any members.
5. Exhibit at all reasonable times to any member of the Association, or to the member's agent or attorney, on request or demand therefor, these Bylaws, the membership list, and the minutes of the meetings of the Association, and report to the Steering Committee at the next meeting the fact of such request or demand.
6. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Association or by these Bylaws, or which may be assigned to the Secretary by the Steering Committee.

Section 9. Duties of Site Coordinator

The Site Coordinator shall:

1. Maintain a current record of the assignment of plots to gardeners.
2. Maintain an account of the required labor hours performed by the gardeners.
3. Ensure compliance of gardeners with the Site Rules and Regulations.

4. Maintain a copy of the Site Rules and Regulations as amended or otherwise altered to date, and provide Site Rules and Regulations to all new gardeners or to any gardener upon request.

ARTICLE VI COMMITTEES AND SUBCOMMITTEES

Section 1. Steering Committee

A Steering Committee shall manage the business of the Association, as indicated in Articles IV and V of these Bylaws.

Section 2. Standing Committees

All Standing Committees shall have at least one (1) member of the Steering Committee. Standing Committees of the Association shall be authorized by the Steering Committee to deal with continuing specific topics or purposes dealing with the Association. The following Standing Committees are authorized:

1. Finance Committee

The Finance Committee shall be responsible for setting the annual budget for the Association. The Finance Committee will also be charged with pursuing funding for the Association, including donations and grants.

2. Site Committee

The Site Committee shall work in conjunction with the Site Coordinator(s) to:

1. maintain and report on the status of the tools, buildings, infrastructure, and equipment of the garden(s)
2. manage the volunteer labor and projects performed by the membership.

3. Promotion, Outreach, Welcome, and Education Committee

The Promotion, Outreach, Welcome, and Education Committee shall be responsible for:

1. meeting and orienting new gardeners
2. arranging and providing tours of the garden for interested parties
3. promotion of the garden
4. organizing and promoting fundraisers
5. community outreach and education.

4. Compost Committee

The Compost Committee shall be responsible for establishing and managing the compost, mulch, and other soil amendments used for the garden(s).

Section 3. Mandated Committees

The following committees are mandated:

1. Nominating Committee

The Nominating Committee shall be made up of at least three (3) members. A majority of the committee must be made up of members who are not currently serving as Steering Committee members. The committee membership shall be appointed by the Steering Committee. The committee must report at the fall meeting concerning nominations for the Steering Committee for the next year. The Nominating Committee shall also function in the event of vacancy in any elected position, to report at the

earliest possible regular meeting with its nomination for the vacant position. Nominations should be solicited from the membership, to be reviewed by the committee, prior to the report to the membership.

2. **Audit Committee**

The Audit Committee shall be made up of at least three (3) members. A majority of the committee must be made up of members who are not currently serving as Steering Committee members. The committee membership shall be appointed by the Steering Committee and approved by the membership at the fall meeting. The Audit Committee shall perform an annual audit of the books maintained by the Treasurer, to be reported to the membership at the spring meeting.

Section 4. Ad Hoc Committees

An ad hoc committee may be authorized by vote of the Steering Committee membership for a stated purpose and a specific length of time. Ad hoc committees shall normally investigate specific interests, report these to the Steering Committee, and implement Association actions pertaining thereto. Authorization for an existing ad hoc committee shall be renewed at the first Steering Committee meeting of the fiscal year, if its activity continues to be useful. If a particular ad hoc committee continues existence for two years, it may be considered for Standing Committee status by the Steering Committee.

ARTICLE VII FISCAL ACTIVITIES

The fiscal year of the Association shall be from January 1 through December 31.

ARTICLE VIII BOOKS, RECORDS, AND REPORTS

Section 1. Books

The Association will keep in its permanent files the following records, with the appropriate officer responsible for said records indicated in parentheses:

1. Minutes of all meetings of the Steering Committee and general membership. (Secretary)
2. Accurate books and records of accounts including accounts of its business transactions and properties, accounts of assets, liabilities, receipts, disbursements, gains, and losses. (Treasurer)
3. An updated record of its members, containing the name, current address, telephone number(s), and email addresses of each and any members, and the termination date of any membership. (Secretary)
4. A copy of the Association Bylaws as amended to date which will be open to the general membership of the Association at all reasonable times upon prior oral or written request. (Secretary)

Section 2. Membership Lists

All names of members are to be kept confidential and are only for use by the Association. Membership lists are not to be sold or distributed to any business or organization. Committee lists, assignments, and any or all other lists generated by the Association are the sole property of the Association and are to be used for Association business only.

Section 3. Inspection

Every member shall have the right, at any reasonable time, to inspect and copy all books, records and documents of every kind in relation to Association business, policies or procedure, and to inspect any physical properties of the Association.

Section 4. Annual Report

1. At the spring meeting the Steering Committee shall present a report showing in appropriate detail the fiscal status of the Association for the last twelve-month fiscal period. This report shall list the assets and liabilities, principal changes in assets and liabilities, revenues and receipts, expenses and disbursements, current number of members, and change in number of members since the last fiscal period.
2. The annual report of the Steering Committee shall be filed with the records of the Association and either a copy or any abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE IX EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments

Members, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. A resolution to so authorize any member must be entered in the written Minutes.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the members, or as otherwise required by law; checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Garden Coordinator or Treasurer.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the members may select.

Section 4. Gifts

The members may accept on behalf of the Association any contribution, gift, bequest, or devise for the purposes of this Association.

ARTICLE X PARLIAMENTARY AUTHORITY

When not inconsistent with these Bylaws or Articles of Association, *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters of procedure.

ARTICLE XI AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of Texas Unincorporated Non-Profit Associations [(Art. 1396-70.01, Texas Civil Statutes)], these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted, by approval of the members.