

**BYLAWS OF**  
**MAPLEWOOD COMMUNITY GARDEN INC**  
*amended November 2013*

**Article 1**  
**Name and Offices**

Section 1.01 - Name

The name of the organization shall be Maplewood Community Garden Inc (the "Corporation"). It shall be a nonprofit organization incorporated under the laws of the State of New Jersey.

Section 1.02 - Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within the State of New Jersey by resolution of the Board.

**Article 2**  
**Purposes**

Section 2.01 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the New Jersey Nonprofit Corporation Act exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02 - Specific Purpose

The specific purpose of the Corporation shall include without limitation, to develop a community garden in Maplewood, New Jersey, to promote sustainable gardening practices such as organic gardening and on-site composting, to share produce with community organizations and those in need, to provide a place of beauty for others to enjoy, and to provide gardening opportunities and education programs for children.

**Article 3**  
**Limitations**

Section 3.01 - Political Activities

The Corporation has been formed under New Jersey Nonprofit Corporation Law for the charitable purposes described in Article 2, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or

otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

#### Section 3.02 - Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 2. The Corporation may not carry on any activity for the profit of its Officers, Trustees or other persons or distribute any gains, profits or dividends to its Officers, Trustees or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

### **Article 4 Dedication of Assets**

#### Section 4.01 - Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to [charitable] purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Trustees or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

#### Section 4.02 - Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for [charitable] purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **Article 5 Board of Trustees**

#### Section 5.01 - Initial Trustees

The initial Trustees of the Corporation are Irene Dunsavage, Benjamin Chapman, and Matthew Schwartz. The initial Trustees shall serve until the next annual meeting of members; however, in all cases, Trustees shall serve until their successors shall have been elected and qualified.

#### Section 4.02 - Board Role and Size

The Board of Trustees (or the “Board”) is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have no fewer than 3 members.

#### Section 4.03 – Terms

All Trustees shall serve two-year terms.

#### Section 4.04 - Meetings and Notice

The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least two weeks in advance.

#### Section 4.05 - Board Elections

Trustees will be elected by a simple majority of members present at the annual meeting or members.

#### Section 4.06 – Vacancies

Any vacancy on the Board of Trustees shall be filled by vote of the remaining Trustees. These vacancies will be filled only to the end of the particular Board member's term.

#### Section 4.07 – Resignation and Termination

Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed by a majority vote of the remaining Trustees.

#### Section 4.08 - Special Meetings

Special meetings of the Board shall be called upon the request of the president, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.

#### Section 4.09 - Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Trustees (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 4.10 - Reimbursement

Trustees shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

**Article 5  
Officers**

Section 5.01 - Officers

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Trustees may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary/Treasurer. All officers shall be members of the Board of Trustees. The initial officers of the Corporation, as appointed by the Board of Trustees:

President: \_\_\_\_\_  
Vice President: \_\_\_\_\_  
Treasurer: \_\_\_\_\_  
Secretary: \_\_\_\_\_

Section 5.02 - Appointment of Officers; Terms of Office

The officers of the Corporation shall be elected by the Board of Trustees at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall serve a term of one year. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 5.03 - Resignation

Resignations are effective upon receipt by the Secretary of a written notification.

Section 5.04 - Removal

An officer may be removed by the Board of Trustees at a meeting, or by action in writing pursuant to Section 4.09, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### Section 5.05 - President

The President shall be a Trustee of the Corporation and will preside at all meetings of the Board of Trustees. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Trustees, and shall perform such other duties as on occasion shall be assigned by the Board of Trustees.

#### Section 5.06 - Vice-President

The Vice-President shall be a Trustee of the Corporation and will preside at meetings of the Board of Trustees in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Trustees.

#### Section 5.07 – Treasurer

The Treasurer shall be a Trustee of the Corporation and shall keep the financial records of the Corporation. The Treasurer shall also report to the Board of Trustees at each regular meeting on the status of the Council's finances. The Treasurer shall work to ensure that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Trustees.

#### Section 5.08 - Secretary

The Secretary shall be a Trustee of the Corporation and shall keep the minutes of all meetings of the Board of Trustees and the meetings of members. The Secretary shall keep all the Corporation's records as set forth in Article 9 and shall perform such other duties as occasionally may be assigned by the Board of Trustees.

### **Article 6 Membership**

#### Section 6.01 - Classes

There shall be two classes of members: Corporate and Individual.

#### Section 6.02 - Qualifications

Membership may be granted to any individual or corporation that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Trustees.

#### Section 6.03 - Termination of Membership

The Board of Trustees, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any

regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

#### Section 6.04 - Resignation

Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

#### Section 6.05 - Dues

Dues for members shall be established by the Board of Trustees.

#### Section 6.06 - Voting rights of Members

Each member who has paid dues shall be entitled to one vote. A member may vote either in person or through a proxy executed in writing by the member.

### **Article 7 Meetings of Members**

#### Section 7.01 - Annual Meetings

An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect Trustees and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

#### Section 7.02 - Special Meetings

Special meetings may be called by the Board of Trustees or by a petition signed by ten percent of voting members.

#### Section 7.03 Notice of Meetings

Written notice of each meeting shall be posted on the MCG website not less than two weeks prior to the meeting.

#### Section 7.04 – Quorum

The members present at any annual or properly noticed meeting shall constitute a quorum.

## Section 7.05 – Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. At all meetings, except for the election of Trustees, all votes shall be by voice. For election of Trustees, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of Trustees.

## **Article 8 Committees**

### Section 8.01 - Committees

The Board of Trustees may create committees as needed and shall appoint all committee chairs and members. The size, duration, and responsibilities of such Boards and committees shall be established by a majority vote of the Board of Trustees. The Board may make such provisions and establish such procedures to govern committee activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

## **Article 9 Corporate Records**

### Section 9.01 - Minute Book

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

### Section 9.02 - Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. “Correct books and records” includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

### Section 9.03 - Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

#### Section 9.04 - Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by applicable law.

#### Section 9.05 - Trustees' Rights of Inspection

Every Trustee shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation. The inspection may be made in person or by the Trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

#### Section 9.06 - Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Article 10** **Execution of Instruments, Deposits and Funds**

#### Section 10.01 - Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Trustee or Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, 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 Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 10.02 - Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and and countersigned by the President.

#### Section 10.03 – Deposits

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



Section 10.04 – Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

**Article 11  
Construction and Definitions**

Section 11.01 – Construction

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of New Jersey Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

**Article 12  
Amendments**

Section 12.01 – Amendments

These Bylaws may be amended by a majority vote of the Board of Trustees, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 4.09.

**CERTIFICATION**

These bylaws were approved at a meeting of the Board of Trustees by unanimous vote on March\_\_\_\_, 2010.

By the Secretary of the Corporation:

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_