

**New Paltz Gardens for Nutrition, Inc.
New Paltz, NY 12561**

By-Laws

Introduction

The New Paltz Gardens for Nutrition, Inc., responding to changing situations and following up on suggestions voted on at meetings, actual alterations at the garden site, and with passage of time, presents these By-Laws as a revision to be used to govern meetings and events. (Written and approved by the Board of Directors in 1988 and last revised January 8, 2022.)

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Article I: Name, Purpose, and Functions

Section A: Purpose

The New Paltz Gardens for Nutrition is in existence in order to--

Educate our community in organic and sustainable gardening practices,

Foster civic engagement for responsible stewardship of the land through shared community experience,

Continue to improve and to beautify the land we use,

Raise broad community awareness of the overall value and specific benefits of working the land responsibly,

Provide educational resources relative to soil, water, and plants, and

Foster good nutrition through gardening.

Article II: Officers

Section A: General

The Officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Plot Coordinator, and a Secretary.

If desired, the positions of Secretary may be divided into two positions, that of Recording Secretary and Corresponding Secretary.

The Officers shall hold office until the annual meeting of the Corporation and until their successors shall have been elected, or they themselves are reelected.

Officers shall take office at the conclusion of the annual meeting of the Corporation.

Terms: Officers shall be elected for three-year terms. If an Officer is replaced due to resignation or removal, the replacement shall fulfill the entire remaining term of office.

Each Officer shall hold office until the expiration of the term for which he or she is elected, and until a successor has been elected and qualified.

No person shall hold the office for more than three (3) successive terms.

Section B: Duties of the Officers

PRESIDENT

The President shall preside at all meetings of the Corporation and shall be a member of all committees, with full rights to vote therein.

The President may call and conduct conferences of members of the Board.

The President shall be responsible for the execution of all documents and instruments on behalf of the Corporation as directed by the Board of Directors, with the exception that the President is not authorized to borrow money or issue notes for the Corporation without the prior approval of a majority of the entire Board. The President can delegate these responsibilities to other individuals or committees.

The President, together with the Secretary, has the duty of seeing such reports as may be required by law are duly filed.

The President shall have general administrative responsibility for the programs and budget of the Corporation. This responsibility shall include, but not be limited to: day-to-day management of the affairs of the Corporation, public relations, solicitation of contributions, and development of proposals for program funding, consistent with policies that shall be enacted by the Board. The Board and/or President can delegate any or all of these tasks to other individuals and committees.

Committees: Committees shall be designated or appointed by the President or the Board of Directors as may be required.

VICE-PRESIDENT

The Vice-President shall perform all duties of the President during the latter's absence or disability, and shall succeed to the office of President in the event of withdrawal or resignation of the President for any reason.

The Vice-President shall also perform such tasks as the President or Board of Directors may assign him/her.

PLOT COORDINATOR

Plot Coordinator shall coordinate all transactions relative to the assignment of plots, with the assistance of Board members, when necessary.

SECRETARY

The Secretary shall keep a record of the proceedings of the Corporation and the Board of Directors, and shall perform the usual duties of such office.

The Secretary shall assist the President with the filing of required legal papers.

The Secretary shall notify all members of New Paltz Gardens for Nutrition monthly meetings.

The Secretary shall assist with the preparation and mailing of such correspondence as shall be required or necessary.

A Corresponding Secretary can be elevated by the Board to assist the Secretary.

The Secretary shall provide the Board with the minutes of meetings before the next meeting.

TREASURER

The Treasurer shall collect and, together with the President, and/or such agents as the President may appoint, shall disburse the funds of the Corporation and keep regular accounts which at all times shall be open to inspection by all Officers and Directors.

The Treasurer shall prepare a financial report and present it to the Board of Directors at the January meeting. The Treasurer shall maintain financial records throughout the year.

ARTICLE III: Directors (Board Members) and General Code of Conduct

Number: There shall be at least seven (7) and no more than eleven (11) Board members, including Officers. Subject to such minimum, the Board of Directors may be increased or decreased by a vote of the majority of the Board.

Requirements: Serving as an Officer or Director of the New Paltz Gardens for Nutrition is a voluntary post. In order to be nominated and voluntarily serve as an Officer or Director of the New Paltz Gardens for Nutrition, one must be in good standing as set forth in the New Paltz Gardens for Nutrition Garden Rules.

Terms: Directors may serve for three-year terms. At the expiration of their term, a Director may seek nomination for another three-year term, provided they are active Board members and in good standing, according to NPGFN's Board voting protocols.

Upon election to an office, an Officer is deemed to be a member of the Board during his/her entire term in office, without regard to the date on which the member's term would otherwise have expired. The Officer's membership on the Board will expire when the Officer's term of office expires. An Officer may seek nomination for another three-year term as a Director and/or an Officer provided they are active members in good standing.

Membership: Officers and Directors must be active members, properly maintaining at least a half plot in accordance with the Garden Rules and in concert with the Board of Directors.

Leave of Absence: A Board Member who is temporarily unable to continue on the Board and is in good standing based on Board service criteria may request a leave of absence pursuant to the following.

Duration. The Leave of Absence duration is up to three (3) months. A formal note requesting an extension can be submitted to the Board and reviewed in the Board's discretion. If the formal note is not received three (3) months from the Leave effective start date, the Board will consider the role vacant, at which time, the Officers may seek to recruit a replacement to meet the governance needs of the organization.

Voting Rights. During a Leave of Absence, a Board Member may not vote on organizational business for the Corporation nor attend meetings. The member is listed as absent/leave in the official Meeting minutes.

Procedure. A Board Member shall request a Leave of Absence by sending an email to the President copied to the Secretary of the Corporation, including in the text the effective start date of the absence period and the reason. The Board Member shall report to the Board (in a separate email to the Secretary or the full Board) any ongoing and unfinished work/tasks allowing the Board sufficient time to avoid missing important pending actions.

Request acceptance. The initial Leave of Absence request shall be considered as a notification to the Corporation and automatically accepted without any other action required by the Board Member or the Board of Directors.

Interim Board Member(s): At the discretion of the Officers of the Corporation, an Interim Board Member may be considered for appointment to the Board. Upon approval by a majority of the Board, the Interim Member will take office at the next meeting of the Board. An Interim Board Member will have full voting rights.

Term. The term of an Interim Board Member expires at the next regular election for Board Members in due course. An Interim Board Member may stand for election as a regular Board Member in accordance with the election process specified in Article IV of these By-Laws.

Code of Conduct: Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes (but is not limited) to the following:

1. Making prompt attendance at all meetings of the Board a high priority. Board members are expected to notify the Secretary or another Board member if they will not be able to attend a meeting.

2. Being prepared to discuss the issues and business and having read all presented material relevant to the topics at hand.
3. Cooperating with and respecting the opinions of fellow Board members and leaving personal prejudices out of all Board discussions.
4. Supporting actions of the Board even when the Board member personally did not support the action taken.
5. Putting the interests of the organization above personal interests.
6. Representing the organization in a positive and supportive manner at all times and in all places.
7. Showing respect and courteous conduct in all Board and Committee meetings.
8. Immediately reporting incidents to the Board that may reflect negatively on the Board or the Gardens.
9. Observing established lines of communication.

Failure to abide by the Code of Conduct can result in the removal of the non-compliant Director pursuant to the requirements and processes provided in these By-Laws.

ARTICLE IV: Nominations and Elections

1. Nominations: One month before each annual meeting, the Board shall consider a list of candidates to be nominated as Officers and/or Directors to succeed those whose terms expire and/or to fill any vacancies. A final list of nominees will be presented and voted on at the annual meeting.

a) Candidates may be nominated from the floor by any current member in good standing or Director of the Gardens for Nutrition.

b) Candidates for Officers must be Directors of the Corporation for at least one year, as well as current members in good standing of the Gardens for Nutrition.

2. New Officers: Newly created officers or directorships resulting from an increase in the number of Directors or Officers elected, and vacancies among the Directors or Officers for any reason shall be filled by vote of the majority of the Directors then in office without undue delay.

3. Elections: All current members of the Gardens for Nutrition can vote at the annual Elections for Officers and Directors. Such a member shall be defined as anyone who has paid all dues and fees for the current year and who is held as a gardener in good standing.

4. Vacancy Elections: An Officer elected to fill a vacancy shall hold office until the next Annual Meeting at which the election of Officers and Directors is in the regular order of business.

5. Resignation: The Resignation of any Officer or Director shall be tendered in writing to the Secretary of the Board of Directors.

ARTICLE V: Removal or Resignation of Board Members from the Board of Directors and/or the New Paltz Gardens for Nutrition Overall

1. Removal of any Officer or Director from the Board of Directors of the New Paltz Gardens for Nutrition due to complaint:

Any Officer or Director of the Corporation may be removed for cause by a two-thirds (2/3) vote of the Directors provided that written notice of the meeting at which such action is taken shall have been mailed to the Directors and Officers at least ten (10) days prior to the date of the meeting. The notice shall include the proposed action.

In the case that there is doubt, dispute and/or evidence that an existing Board Member is not in good standing (as either a garden member and/or Board Member), then the following actions shall be taken. These policies exist to re-mediate the dispute and/or vote for the removal of the member from the Board of Directors, provided that the issues at hand justify removal from the Board of Directors or from New Paltz Gardens for Nutrition membership in general. The criteria and process for both scenarios are collectively held within the New Paltz Gardens for Nutrition Garden Rules and By-Laws.

Step 1. Cause of Action (COA) that may lead to removal from the Board of Directors of the New Paltz Gardens for Nutrition.

Step 2: This COA shall be brought to the attention of the Director of the New Paltz Gardens for Nutrition. The Board shall then decide upon handling the COA either at the next upcoming monthly meeting or, if deemed necessary, a special session requested by the President.

Step 3: Once at least 2/3 of the Board of Directors have reviewed the COA in a monthly meeting or convened special session, a decision will be made as to advance or dismiss the COA.

Step 4a: If the COA is dismissed, no further action is required and the member in question remains a member in good standing. In order to dismiss a COA, a 2/3 or greater vote of the Board is required.

Step 4b: If the COA is not dismissed by a 2/3 vote of the Board, then a Findings Hearing and final decision will be scheduled and the issue resolved.

Step 5: The Board will contact the member in question (via physical letter, issued to the address provided on the members registration form). This contact will serve as written notice of the meeting at which a Findings Hearing will be conducted. The letter will be mailed to the subject of the COA (and all Board members), at least ten (10) days prior to the date established for the Findings Hearing. The notice shall include description of the proposed action.

Step 6: At the Findings Hearing, the member in question if they choose to attend, may review with the Board and respond to the COA as well as provide any supportive evidence in contradiction to the COA. Regardless of the attendance of the complainant(s) or subject of the complaint at this meeting, the Board of Directors will review the COA and before

adjourning the hearing will render a decision or vote to postpone the decision (in the event more time and or more information is required to make an informed decision). Upon completion of the Findings Hearing, the Board will vote anonymously upon dismissal of the COA or removal of the Officer/Board Member/Director in question.

NOTE: 2/3 of the Board of Directors must be present at the Findings Hearing in order to render a decision or removal or final dismissal. If 2/3 of the Board is not in attendance, the matter shall be postponed until the next monthly Board meeting, or until a special session is agreed upon by at least 2/3 of the Board.

NOTE: Removal from the Board does not necessarily mean removal of all gardening privileges. Nonetheless, Board members are subject to the same membership requirements as general garden members, and as such must maintain good standing in order to retain gardening privileges. Issues related to the membership status of the subject of the COA will be discussed at the Findings Hearing.

2. Special Removal Due to Lack of Attendance:

Any Officer or Director absent without prior notification to other Directors for three (3) monthly meetings will be removed from the Board.

3. Automatic Removal Due to Revoked Gardening Privileges:

Should any Officer or Director have their gardening privileges revoked due to failure to comply with the New Paltz Gardens for Nutrition Garden Rules, such Officer or Director shall be deemed removed from their Board position effective as of the date of the revocation.

NOTE: Removal of gardening privileges for general members, are discussed in the New Paltz Gardens for Nutrition Garden Rules.

4. Resignation of an Officer or a Director from the Board of Directors of the New Paltz Gardens for Nutrition:

The Resignation of any Officer or Director of the Corporation from the Board of Directors of the New Paltz Gardens for Nutrition shall be tendered in writing to the Secretary of the Board of Directors. The Secretary shall accept the resignation of the Officer or Director and that resignation shall be considered effective immediately upon receipt.

NOTE: It is incumbent upon the person resigning to prepare all required exit documents, return all keys, and relinquish possession of all Corporation property at the time of tendering the resignation.

All other actions reasonably expected shall also be fulfilled prior to the acceptance of resignation. Failing these, the Resignee shall be considered liable for all property, information and action taken while still a member of the Board of Directors.

ARTICLE VI: Fiscal Year, Membership Year, and Meetings

Fiscal Year: The fiscal year of the corporation shall commence on January 1 and end on December 31 of that year.

Membership Year: The membership year shall run from February 1 to January 31 of the following year.

Annual Meeting: The annual meeting of the Corporation shall be held during the month of January at such time and place as designated by the President and Board of Directors.

Board Meetings: There shall be at least two (2) regular Board Meetings each fiscal year, in addition to the Annual Meeting.

Meeting Place: Meetings shall be held in New Paltz, NY, at such times and places as shall be fixed by the Board of Directors or as called by the Secretary upon the request of the President, or by written request to the Secretary of any three (3) members of the Board.

Notice of Meeting: Notice of the time and place of the Annual Meeting shall be given to all New Paltz Gardens for Nutrition members in writing (e-mailed) by the Secretary not less than ten (10) days prior to such meeting. Such notification can be done via a newsletter, by an announcement placed at the garden site, or by e-mail. Notice of other regular or Special Meetings shall be in writing, given (or e-mailed) to Officers and Board Members by the Secretary not less than five (5) days before the date set for such meetings.

ARTICLE VII: Order of Business and Procedure

1. Quorum: A quorum of all meetings for regular business shall be 1/3 of all Directors (including officers unless otherwise specified in these By-Laws).
2. Agenda: Subject to change by the President or by majority vote of the Board, the agenda for all meetings of the Board shall be as follows:
 - a) Call to Order
 - b) Roll Call
 - c) Announcement of Quorum
 - d) Reading of the Minutes from the Last Meeting
 - e) Correction (if necessary) and Approval of the Minutes
 - f) Presentation of the Treasurer's report
 - g) Reports of the Officers
 - h) Reports of Committee Chairpersons (if any)
 - i) Old Business
 - j) Elections (if any)
 - k) New Business
 - l) Choice of Time and Place for Next Meeting
 - m) Adjournment
3. Procedures: Where a procedure is not covered by these By-Laws, *Robert's Rules of*

Order shall be followed.

ARTICLE VIII: Corporate Finance

1. Investments: Subjects to the limitations and conditions contained in any gift, device or bequest, the Corporation may invest its funds as its Directors shall deem advisable.
2. Income: The Corporation may charge a membership fee and has the right to receive such income and, in doing so, may make an incidental profit which shall be applied to the maintenance, expansion, or operation of the activities of the Corporation, and in no case shall be divided or distributed in any matter whatsoever among the Directors or Officers of the Corporation. The Corporation shall not pay dividends or distribute any income or profit to its Directors or Officers.
3. Annual Reports: The President and the Treasurer shall present a report showing the following for the prior twelve (12) month fiscal period at the Annual Meeting:
 - a) The assets and liabilities of the Corporation.
 - b) The principle changes in assets and liabilities.
 - c) The revenues or receipts of the Corporation.
4. Filing: The annual financial report shall be filed with the records of the Corporation and either a copy or an abstract thereof will be attached to the minutes of the Annual Meeting.

ARTICLE IX: Compensation

1. Officers and Board members will receive no compensation for their normal duties as described in these By-Laws.
2. Limitations: No Director shall have the right to vote on contracts or other transactions between the Corporation and him or herself, or between the Corporation and any other corporation, firm, association or other entity in which he/she is director or officer or maintains a substantial financial interest. However, interested Directors may be counted in determining the presence of a quorum that authorizes such contracts or transaction. If there are no Directors entitled to vote therein, such contract or transaction shall be authorized by the vote of at least two-thirds (2/3) of the entire Board.

ARTICLE X: Amendments

These By-Laws may be amended at any meeting called for that purpose, by an affirmative vote of two-thirds (2/3) of the Directors at such meeting, provided that notice shall have been mailed to the Directors at least seven (7) days prior to the date of said meeting.

Addendum: Conflict of Interest Policy and Agreement

ARTICLE I: Purposes

It is important for the New Paltz Gardens for Nutrition and its Directors and Officers to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the Corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the Corporation should be expected to have, and do, in fact, generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more corporations. The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable State and Federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the Corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the Corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the Executive Board and the staff of the Corporation has a duty of loyalty to the Corporation. The duty of loyalty generally requires an Officer, Director, or staff member to prefer the interests of the Corporation over the Officer's/Director's/staff member's interest or the interests of others. In addition, Officers, Directors and staff of the Corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the Corporation or cause there to arise any sanction or penalty by a governmental authority.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Officers, Directors, and members of committees with governing Board-delegated powers considering the proposed transaction or arrangement.

ARTICLE II: Definitions

2.1 "Interested Person":

Any Director, principal Officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 "Financial Interest":

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III: Procedures

3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

- (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV: Records of Proceedings

4.1 Minutes

The minutes of the governing board and all committees with Board-delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V: Compensation

5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

5.3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI: Annual Statements

Each Director, principal Officer and member of a committee with governing Board-delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (e) Understands that the Corporation is charitable and in order to maintain its Federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII: Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.