

# Benjamin Franklin Community Garden

## **Operating Committee By-Laws**

### **AMENDMENTS PROPOSED FOR A VOTE OF GARDENERS AT THE ANNUAL MEETING September 8, 2012**

NOTE: This document was so extensively amended in 2011 that it was presented and approved as a whole. This document approved on September 10, 2011, is based on the original Committee By-Laws approved in September 2008, plus amendments approved in September 2009.

Text in **RED** reflects proposed changes.

Text in **Green** explains the rationale behind the proposed change.



**ARTICLE I  
NAME**

The name of this organization shall be the **Benjamin Franklin Community Garden Operating Committee**, hereinafter referred to as the **Garden Committee**.

**ARTICLE II  
PURPOSE**

Section 1. The purpose of this organization shall be:

- A. To ensure the continuation and improvement of a community garden at Benjamin Franklin School and provide for its efficient operation and maintenance. **The Garden area consists of all property within the 8-foot fence bordering Tampa Avenue on the south, the property line on the west, the southern edge of the school's back driveway on the north and the eastern border of the alley that runs North and South between Spring Road and Tampa Avenue. The Committee has jurisdiction over the space within the fence except the classroom building, and the section(s) of the garden shed reserved for the use of the school custodians, the student garden and the Master Gardener demonstration gardens.**

*(Defines what the Committee has jurisdiction over.)*

- B. To provide a stable environment for people to work together and to grow food for themselves and for the needy. Its most valuable yield should be tranquility, unity and the good it can foster in the local community
- C. To serve as the voice of Benjamin Franklin Community Garden Gardeners/Co-Gardeners with other individuals and organizations in the neighborhood and beyond.
- D. To work in conjunction with the Old Brooklyn Development Corporation (OBCDC) with respect to the administration of the Garden in accordance with the Benjamin Franklin Community Garden Operating Policy approved by the OBCDC Board on November 23, 2010 (*see Benjamin Franklin Community Garden Policy and Procedures Manual*).

Section 2. The Garden Committee shall discourage cronyism\*, nepotism\*, favoritism\*, the appearance of favoritism, and conflicts of interest in all actions related to the Garden.

- A. Such actions would include, but not necessarily be limited to, ensuring compliance with Garden rules, purchasing goods and services, and fundraising activities.
- B. In addition, no Gardener may be extended special privileges or benefits not granted to each Gardener.
- C. The Committee reserves the right to take corrective action when relationships or associations of its members, Garden Staff, or Gardeners negatively impact its purpose.

**Definitions\***

**Crony:** A close friend, especially of long standing: PAL

**Cronyism:** Partiality to cronies especially as evidenced in the appointment of political hangers-on to office without regard to their qualifications

**Favoritism:** The showing of special favor: PARTIALITY

**Nepotism:** Favoritism shown to a relative (as by giving an appointive job) on a basis of relationship

\* *Webster's Ninth New Collegiate Dictionary*, Merriam-Webster Inc., Springfield, Mass., 1983.

**ARTICLE III  
FUNDING**

Section 1 Funding

- A. The Garden Committee supports the operation of the Garden in conjunction with OBCDC, operating under a balanced budget and complete transparency of income and

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As Approved 9/10/11

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disbursements.

- B. Funds are derived from a variety of sources, including fees paid by Gardeners, donations, grants, fundraising efforts and OBCDC.

Section 2. Dissolution

- A. In the event of dissolution, any and all funds remaining in the Garden Committee's account(s) shall be disbursed to a viable nonprofit (501c3) entity **as recommended by the Garden Committee.**

*(Clarifies who makes the decision regarding disbursement of any remaining funds.)*

**ARTICLE IV  
MEMBERSHIP**

Section 1. Garden Committee members are elected at the Annual Meeting of Gardeners and Co-Gardeners, which may occur in conjunction with the Harvest Picnic. If a vacancy occurs, the Chairperson may appoint a replacement to serve until the next election.

Section 2. Term of office

- A. Term of office is three (3) years, commencing and ending on October 31. Newly elected members are welcome to attend meetings as nonvoting members until their term starts.
- B. To ensure stability, terms are staggered so only three or four terms end in any given year.

Section 3. Garden Committee Structure

- A. Each year, following the Annual Meeting, all the members of the Garden Committee – newly elected and remaining members – shall meet and elect, among themselves, the following: Chairperson, Vice Chairperson, Secretary and Treasurer. **This shall be done by secret ballot. (Reflects current practice.)**

~~B. An "out-going" Chairperson of the Garden Committee shall remain a voting member of the Garden Committee for one (1) year after his/her departure from office.~~

*(No longer needed because Committee has evolved and has several veteran members.)*

Section 4. Each Garden Committee member is required, upon his/her election, to participate in the projects/programs undertaken by the Garden Committee.

Section 5. Officer Duties

A. Chairperson

1. Presides at all meetings of the Garden Committee and membership, including special meetings, and confirms a quorum is present.
2. Calls a meeting of the Garden Committee upon written request of three or more Committee members.
3. **Receives notifications of absences and holds the authority to excuse a the absence of a Committee member from a meeting. Legitimate excuses include illness, family commitment, conflicting work hours, etc. An excused absence requires prior notification.**

*(Clarifies the absence policy and ensures a quorum will be present at Committee meetings.)*

4. Signs all official or authorized documents in the name of the Garden Committee.

5. Leads the work of the Garden Committee, and shall have such other duties as may be determined by the Garden Committee, and/or its By-Laws, policies, procedures, and practices.
6. Serves as an ex-officio, non-voting member of all Sub-Committees.
7. Serves as spokesperson for the Garden Committee and the general affairs of the Garden.
8. Signs payment vouchers.
9. Prepares an annual budget for approval by the Garden Committee.
10. Appoints a Gardener/Co-Gardener to fill a vacancy on the Garden Committee with approval by the Garden Committee.
11. Appoints Sub-Committee Chairs and project leaders.
12. Serves as primary liaison with the Garden Committee's parent organization and its hierarchy.
13. Works to develop new leadership and encourage volunteers.

*(This has been added to all officer duties to reflect the importance of encouraging volunteers.)*

B. Vice Chairperson

1. Assumes the duties of the Chairperson in his/her absence, including presiding at meetings.
2. Leads events and projects as needed and encourages volunteers to participate.
3. Participates in one or more Sub-Committees.
4. Signs payment vouchers.
5. Helps ensure the Committee works with the highest level of integrity and transparency.

C. Secretary

1. Takes minutes at meetings and maintains electronic and hard copies of the meeting records. Provides an electronic file or hard copy of meeting minutes upon request.

*(Ensures open access to Committee meeting minutes.)*

2. Oversees mailings.
3. Leads events and projects as needed, encourages volunteers and performs other duties as directed.
4. ~~Participates in one or more Sub-Committees.~~ Serves as a permanent member of the Communications Sub-Committee and participates as needed in other Sub-Committees.

*(Further down in the document, the Committee proposes enlarging the responsibilities of the Events and Information Sub-Committee and renaming it the Communications Sub-Committee. The secretary is the logical officer to participate in this sub-committee.)*

5. Maintains an electronic copy of the Policy and Procedures Manual, forms and other documents used by the Garden Committee members or Garden Staff.

6. Maintains a supply of hard copies of forms at the Garden so documents are readily available to users.

*(Most forms need to be readily available in paper form so they can be filled out by gardeners, committee members or Garden staff in a timely manner.)*

D. Treasurer

1. Serves as a permanent member of the Finance Sub-Committee and participates as needed in other Sub-Committees.
2. Monitors recordkeeping to ensure Garden income and disbursements are properly recorded.
3. Monitors disbursements to ensure adherence to Garden Committee procedures and practices.
4. Oversees petty cash.
5. Assists the Chairperson in preparation of the annual budget.
6. Leads events and projects as needed **and encourages volunteers.**
7. Assists as needed with research to compare the estimates of goods and services needed by the Garden.
8. Prepares or assists with the preparation of grant applications.
9. Signs payment vouchers.

**ARTICLE V  
REPRESENTATION**

Section 1. The Garden Committee shall consist of a minimum of seven (7) and a maximum of eleven (11) elected members.

Section 2. The quorum at all Garden Committee meetings shall consist of five (5) members.

Section 3. The rules of procedure at all meetings shall be as set forth in the latest edition of *Robert's Rules of Order*.

Section 4. The Garden Committee shall meet once a month at a time and place as called for by the Chairperson; or upon written request, addressed to the Chairperson, by three (3) or more members of the Committee.

~~Section 5. The Chairperson shall preside at all meetings. In his/her absence, the Vice Chairperson shall preside. *(Strike here because already noted under officer duties.)*~~

Section ~~6~~5. The Chairperson shall appoint from the membership and/or from the Garden Committee, the following:

- A. Sub-Committee Chairs
- B. Parliamentarian

Section ~~7~~6. There shall be the following Standing Sub-Committees:

- A. GOVERNANCE
- B. PROJECTS
- C. FINANCE
- D. NOMINATING & ELECTIONS
- E. PRESERVATION
- F. **EVENTS & INFORMATION COMMUNICATIONS**

*(Communication with gardeners needs to be a priority if the Committee is to achieve its goals of protecting and preserving the space behind Ben Franklin School as a community garden. Duties of this Sub-Committee are defined below in Article VI, Section 5.)*

- Section ~~8~~ 7. Special Committees (one-year duration) may be appointed by the Chairperson.
- Section 9 8. The appointed Chairpersons of Sub-Committees shall choose members for their respective Sub-Committees from members of the Garden Committee and/or from all Gardeners/Co-Gardeners in good standing. The size of the Sub-Committee shall be at the discretion of the Sub-Committee Chairperson.
- Section ~~10~~ 9. Resignations, Removal and Vacancies
- A. Resignation from the Garden Committee
    - 1. Written or verbal notice to the Chairperson;
    - 2. Oral notice to the Garden Committee during a regular meeting
  - B. Grounds for removal from the Garden Committee
    - 1. Three (3) unexcused absences from the monthly Garden Committee meetings.
    - 2. Conduct that is egregious, or any action that is detrimental to the Garden, Gardeners, or Garden Committee.
  - C. Vacancies on the Garden Committee
    - 1. All vacancies shall be filled-by the Chairperson subject to the approval of the Garden Committee.
    - 2. The candidate that is approved shall fill the vacancy until the next Annual Meeting when he/she may run for the unexpired term.

## ARTICLE VI SUB-COMMITTEES

- Section 1. Governance Sub-Committee
- A. Monitors and takes corrective action for adherence to By-Laws, Policies, Procedures and Practices within the Garden Committee.
  - B. Proposes Rules, Policies, Procedures and Practices for the operation/maintenance of the Garden, *i.e.*, Garden Rules, for approval by the Garden Committee, Green Space Committee, OBCDC President and OBCDC Executive Director, as necessary.
  - C. Assists the Nominating & Elections Sub-Committee with balloting and elections at the Annual Meeting.
  - D. Maintains the Master Copy of the *Benjamin Franklin Community Garden Policy and Procedures Manual*.
- Section 2. Projects Sub-Committee
- A. Takes initiative to perform maintenance and repairs as needed.
  - B. Oversees Garden and equipment maintenance and/or projects.
  - C. Maintains inventory of all tools and equipment belonging to the Garden.
  - D. Organizes work parties, **using non-Committee member volunteers as much as possible.**

- E. Records volunteer hours of all Gardeners/Co-Gardeners for Grant purposes/requirements.
- F. Provides input and/or specific projects for Grant applications.

Section 3. Finance Sub-Committee

- A. Raises and/or provides funds for Garden-related expenses with complete transparency of all income and disbursements.
- B. Ensures all disbursements of funds are approved by a majority of Garden Committee members.
- C. Assists the Chairperson with preparation of the annual budget for the Garden and for the Garden Committee.
- D. Performs audits of cash receipts and disbursements.
- E. Assists in the preparation of grant applications and ensures funds received from grants are spent in accordance with the grant proposal.
- F. Researches estimates for equipment and services.
- G. Chairperson signs payment vouchers.

Section 4. Nominating & Elections Sub-Committee

- A. Monitors balloting and elections at the Annual Meeting.
- B. Shall present at least one (1) candidate for each expiring term on the Garden Committee.
- C. Shall consist of at least three (3) members.

Section 5. ~~Events & Information~~ Communications Sub-Committee

- A. Maintains a list of gardener contact information.
- B. Assists Committee members and Garden staff as needed with communications to gardeners and protects the privacy of gardener contact information.
- C. ~~A.~~ Educates the Gardeners/Co-Gardeners and the general public on garden-related issues and informs them about upcoming events.
- D. ~~B.~~ Works in conjunction with the Projects Sub-Committee on projects.
- E. ~~C.~~ Works in conjunction with the Preservation Sub-Committee to tell the Garden's story.

*(See note under Article V, Section 6.)*

Section 6. Preservation Sub-Committee

- A. Carries out the ultimate goal of the Garden Committee, *i.e.*, the continuation of the Benjamin Franklin Community Garden.
- B. Maintains a historical record including photos, blueprints, letters and other documents.
- C. Studies/reviews the Garden's history, its involvement with the Old Brooklyn Community and the benefit it provides to that Community.
- D. Tells the Garden's story to gardeners, the general public, elected public officials, other individuals and groups.

## ARTICLE VII ELECTIONS

### Section 1. Elections

- A. Elections will take place at the Annual Meeting, generally held in conjunction with the Harvest Picnic at the close of the gardening season.
- B. Notification of the Annual Meeting shall be made available to each Gardener and said notice shall also be prominently posted at the Garden.
- C. The Gardeners/Co-Gardeners present at the Annual Meeting, or at any Special Meeting, shall constitute a quorum.
- D. The election will be overseen by members of the Nominating & Elections Sub-Committee or other neutral appointees.
- E. Election will be by written ballot unless there is a single slate and a motion is approved to accept the slate by acclamation.
- F. Written ballots will be counted and destroyed.

### Section 2. Nominations

- A. Nominations can either be made by the Nominating & Elections Sub-Committee or by a Gardener/Co-Gardener at the Annual Meeting. Any Gardener or Co-Gardener in good standing is eligible to serve ~~if he/she has completed one full season at the time of election.~~ Nominations from the floor must be seconded.

*(Change would allow first-time gardeners to be nominated to serve on the Garden Committee. Current wording delays nomination until a gardener's second season, limits the pool of potential candidates and deprives the Committee of first-timers' enthusiasm and expertise.)*

- B. Nominees of the Nominating & Elections Sub-Committee need not be present at the Annual Meeting since they have previously been contacted and have agreed to the nomination.
- C. Nominees from the floor are unconfirmed with respect to their agreement to serve and, therefore, must be present at the Annual Meeting.

## ARTICLE VIII AMENDMENTS

- Section 1. The By-Laws may be amended or repealed.
- Section 2. All proposed amendments shall be referred to the Governance Sub-Committee.
- Section 3. The Governance Sub-Committee will review the proposed amendments and submit its recommendations to the Garden Committee.
- Section 4. The Garden Committee will consider which proposed amendments to submit to the Gardeners/Co-Gardeners at the Annual Meeting for their approval.
- Section 5. At the Annual Meeting, a majority vote of Gardeners/Co-Gardeners in good standing is required for approval of proposed amendments. Votes may be by voice, raised hands or secret ballot.
- Section 6. Amendments to By-Laws are normally addressed at the Annual Meeting.
- Section 7. Should the Garden Committee choose to adopt an amendment immediately, it may do so upon a 75% affirmative vote of the entire Garden Committee.

- Section 8. An “adopted” amendment will only be valid until the next Annual Meeting, at which time it must be voted on by the entire membership.
- Section 9. Notice of the proposed amendment/amendments shall be made available to each Gardener/Co-Gardener at least fifteen (15) days prior to the Annual Meeting or any meeting at which voting on the proposed amendment(s) is scheduled.