

Bylaws of  
Community Gardens of Tucson, Inc.  
Revised August 19, 2014

I. Name and Location

1. The name of the corporation shall be Community Gardens of Tucson (CGT). The principal office of the corporation is located in Pima County, State of Arizona

II. Board of Directors

1. The Board of Directors shall serve without pay and consist of up to 15 members.
2. Board members shall be appointed to the board following a regular process of recruitment and will be approved by a simple majority of current board members. New board members may be appointed immediately upon the departure of an existing board member.
3. Board members may be removed by Board motion passed by simple majority.
4. Board members shall serve three year staggered terms, beginning each January, unless joining the Board due to an immediate vacancy. Board members may continue to sit on the board for one additional term if approved by the Board.
5. Board members are required to attend 75% of the monthly board meetings each year and are required to attend the annual meeting except in unusual circumstances. A board member may be asked to leave the board for non-attendance by a simple majority vote. Board members may telephone or video-conference if unable to physically attend.
6. All board members are required to make a personal, financial commitment to the organization each year, no later than March 1 and to fund 50% of that financial commitment or pledge no later than June 30<sup>th</sup> of each year.

III. Officers

1. The officers shall consist of a Chair, Vice Chair, Secretary, and Treasurer nominated by the Board.
2. Officers shall be nominated and approved at the annual meeting and shall serve a one-year term with the ability to continue in the position for an additional year if approved by the Board.
3. (a)The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b)The Vice-Chair shall assume the duties of the Chair in case of the Chair's absence. (c)The Secretary shall be responsible for the minutes of the Board, keep all approved minutes, and send out copies of minutes to all. Minutes may be distributed to the board electronically and archived as an electronic record. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.
4. Should any officer position, other than the Treasurer, remain unfilled at any time, and should no Board member step forward to fill that position, the Board shall adopt any measures necessary or deemed appropriate to carry out the duties and/or functions of that position. Such measures may include a rotating schedule comprised of sitting Board members until the position is filled on a permanent basis.

#### IV. Committees

1. The Board may appoint standing and ad hoc committees as needed. Each board member must actively serve on a minimum of one committee.

#### V. Meetings

1. Regular meetings shall be held no fewer than 6 times per year. Meeting dates for each year will be set in January. The date of a meeting may be changed by the Board by motion passed by simple majority.
2. The annual meeting shall be held in January at a place and time to be determined by the chair.
3. Special meetings may be held at any time when called for by the Chair or a majority of Board members.
4. Agendas shall be provided to all directors at least 4 days in advance.

#### VI. Voting

1. A quorum is needed to conduct business and enact changes to the by-laws. One-third of the total number of filled Board member positions constitutes a quorum. In absence of a quorum, no formal action shall be taken.
2. Passage of a motion requires a simple majority (i.e., one more than half the members present).

#### VII. Conflict of Interest

1. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

#### VIII. Fiscal Policies

1. The Fiscal Year of the Board shall be January 1 through December 31. All fiscal activity, financial records, and treasurer's reports shall be based on the Fiscal Year.

#### IX. Amendments

1. These by-laws may be amended at any Board meeting by at least two-thirds of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are presented in writing (electronic communication is acceptable) to each Board member at least one week prior to said meeting.