

SHEBOYGAN AVENUE COMMUNITY GARDEN, INC.
NON-STOCK, NON-PROFIT CORPORATE BYLAWS

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **Sheboygan Avenue Community Garden, Inc.**, hereafter called the Garden. The business of the corporation may be conducted as Sheboygan Avenue Community Garden, Inc., Sheboygan Avenue Community Garden, Sheboygan Avenue Garden, Sheboygan Community Garden, or Sheboygan Avenue Gardens.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

The Garden is a non-profit, public benefit corporation and shall be operated exclusively for charitable, educational, and non-profit purposes.

The Garden's charitable purpose is to increase equitable access to the multiple social, environmental and health resources brought by a community garden environment in an urban setting to individuals, families, neighborhood and city. In alliance with the vision of Dane County Community Gardens Network, the Garden's charitable purpose provides "access to the space, education, and resources to create and sustain gardens that foster food, engagement and opportunity".

The Garden provides focused access to lower income households through a sliding scale plot fee structure. Access to safe, healthy, and culturally appropriate food is provided through the Garden's organic gardening practices.

Area community master plans indicate increased high-rise development with subsequent reduced access to green space for apartment and condominium dwellers. The Garden provides accessible public spaces that increase social connectedness and access to safe, local, and sustainable food sources.

The Garden's educational purposes include educational sessions of organic gardening methods, sustainable land management, and harvest preservation techniques. Garden activities include intergenerational team building and leadership training through organized work activities in public spaces. Garden tours and educational events are

provided to local K12 schools to encourage community engagement and promote healthfulness through gardening. Undergraduate and graduate research studies are also conducted at the Garden.

The Garden provides a setting where neighbors of diverse ethnic and socioeconomic backgrounds can work together to increase cultural understanding, provide social support, and build trust for the benefit of the entire community.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. **Sheboygan Avenue Community Garden, Inc.** is a Wisconsin non-stock, non-profit public benefit corporation.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by a non-stock, non-profit organization. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Garden any assets lawfully available for distribution shall be distributed to one (1) or more qualifying non-stock, non-profit organizations which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Garden hereunder shall be selected in the discretion of a majority of the managing body of the corporation.

ARTICLE III

MEMBERSHIP

3.01 Membership

Anyone interested in the purposes of the Garden is eligible for membership, without regard to race, ethnicity, gender, national origin, or religious or political beliefs. The Garden shall have no members who have any right to title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Sheboygan Avenue Garden website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

Sheboygan Avenue Community Garden, Inc. shall have a board of directors consisting of at least four and no more than ten directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Garden shall be managed under the direction of the board, except as otherwise provided by law.

The Board of Directors shall designate and maintain a Registered Agent for the Garden in accordance with Wisconsin law.

4.03 Terms

(a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

(b) Directors may serve terms in succession.

(c) Directors shall be elected by the Members for a term commencing at the annual Fall Meeting of Members at which they are elected, and continuing until the next annual Fall Meeting of Members and until their successors are duly elected and qualified.

(d) If any office shall fall vacant the Board of Directors may elect a successor, to hold office until the next Annual Fall Meeting of Members and until his or her successor is duly elected and qualified.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in October of each year.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by three-fifths vote of the board of directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of six (6) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

4.08 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

(e) Informal Action by the Board of Directors. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

ARTICLE V

OFFICERS

5.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

5.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than ten (10) consecutive terms of office. Unless unanimously elected by the board at the end of his/her ten (10) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

5.03 Resignation

Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 Board President – Garden Coordinator

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

5.05 Vice President – Registrar

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

5.06 Secretary

The secretary shall keep or cause to be kept minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

5.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

5.08 Director at Large

The board of directors may designate additional Director-at-Large positions of the corporation, including Past Coordinator, Timekeeper, Plot Monitor, Social Chair and others.

5.09 Non-Director Officers

The board of directors may appoint and assign duties to non-director officers of the corporation, including Garden Preservation, Translation, Perennials, Tools and Equipment, Webmaster and others.

ARTICLE VI

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

6.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all checks, drafts, contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

6.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

6.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

6.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(c) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Wisconsin

Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VII

MISCELLANEOUS

7.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

7.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

7.03 IRS Annual Information Returns (Form 990)

The Register Agent shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

7.04 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

7.05 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Garden not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

7.06 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as non-stock, non-profit corporation; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a three-fifths vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE VIII

8.01 Document Retention Policy

Minimum Retention Periods for Specific Categories

- (a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 990. Corporate records should be retained permanently.
- (b) Tax Records. Tax records should be retained for at least seven years from the date of filing the applicable return.
- (c) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book.
- (d) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents.
- (e) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- (f) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- (g) Banking and Accounting. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any

inventories of products, materials, and supplies and any invoices should be kept for seven years.

(h) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(i) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

ARTICLE IX

AMENDMENT OF Articles of Incorporation

9.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of three-fifths (3/5) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Sheboygan Avenue Community Garden, Inc. were approved by the Sheboygan Avenue Community Garden, Inc. board of directors on 5/28/2015 and constitute a complete copy of the Bylaws of the corporation.

Secretary

May McCarthy

Date:

May 28, 2015