

THE
BROOKLYN QUEENS LAND TRUST
BYLAWS

Adopted 24 April 2004

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BYLAWS

THE BROOKLYN QUEENS LAND TRUST

ARTICLE 1:

INTRODUCTION AND DEFINITIONS

SECTION 1: INTRODUCTION

The key to understanding The Brooklyn Queens Land Trust starts with the Bylaws!

The Bylaws are an essential part of The Brooklyn Queens Land Trust and must be followed by the Membership Body, the Board of Directors, and all Member Gardeners to ensure the BQLT is a well functioning, effective organization working to fulfill the Mission of the BQLT.

Two basic questions are answered throughout the Bylaws:

- 1) What is “The Brooklyn Queens Land Trust” all about?; and
- 2) What are the democratic procedures for the BQLT to make decisions?

Everyone serving on the Membership Body and the Board of Directors, and all Member Gardeners, should have a general working knowledge of these Bylaws. Remember to always use the “Table of Contents” to help you answer a question about the BQLT!

SECTION 2: DEFINITIONS

You should be familiar with these terms to have a clear understanding of the Bylaws:

- 1) **“BQLT”** = The Brooklyn Queens Land Trust. The BQLT, as a nonprofit corporation, joins hundreds of land trusts across the country that are responsible for owning private property dedicated to public use. Instead of protecting wilderness areas, shorelines, lakes and farmland, the BQLT is among a tiny percentage of these land trusts that work in big cities and even fewer that work to preserve community gardens. This makes the BQLT a very special land trust. It is also an almost unique organization since it is primarily under the direct leadership and management of Member Gardeners, as neighborhood, grass-roots people, responsible for operating the Member Gardens as public, open spaces. The Member Gardeners work closely with the Resource People to govern the BQLT and fulfill its Mission as a land trust.
- 2) **“Ownership”** = Having legal title to a property, like a community garden, with all the rights and responsibilities of full possession and use. The term “ownership” throughout these Bylaws may also include, if the BQLT so decides, a right to possession and use of property which is less than legal title, such as a lease, license or other type of agreement, giving the BQLT responsibilities for protecting a property as a public, open space.
- 3) **“Member Gardens”** and **“Membership”** = The community gardens that are part of the BQLT. Other open spaces in addition to gardens that may one day be owned by the BQLT, such as parks

ARTICLE 1:
INTRODUCTIONS AND DEFINITIONS (Continued)

and playgrounds, might also become part of the Membership. These terms do **not** refer to individual gardeners who are called “Member Gardeners.”

- 4) **“Member Gardeners”** = The people (mostly gardeners!) who are volunteers serving as the leaders and managers of BQLT Member Gardens. Some of the Member Gardeners will serve each year on the Board of Directors.
- 5) **“Garden Representative”** = The Member Gardeners vote within their garden group to democratically elect one (1) Garden Representative who is at least 18 years old. She or he attends the Membership Body with one (1) vote to represent the Member Garden. One or more Alternate Representatives are also elected by the garden group to serve in the Membership Body in the absence of the Garden Representative. Note: The term “Garden Representative” also refers to “Alternate Representative” throughout these Bylaws.
- 6) **“Membership Body”** = The decision-making group of Garden Representatives from the Member Gardens. The Membership Body is based on the principle of “one garden, one vote” to ensure that all Member Gardens have equal voting power. Each garden sends one (1) voting representative, called the “Garden Representative,” to the Membership Body.
- 7) **“Board of Directors”** and **“Board”** = The decision-making group of Member Gardeners and Resource People, a total of fifteen (15) people, serving as volunteers on the Board of Directors. Note: The Member Gardeners sitting on the Board of Directors are not the same people, and do not have the same duties and responsibilities, as the Garden Representatives serving in the Membership Body.
- 8) **“Resource People”** = Five (5) to seven (7) of the fifteen (15) people sitting on the Board of Directors will be elected by the Membership Body because of their professional skills, talents, experiences, knowledge and contacts. These Resource People, as voting members of the Board, will assist the Member Gardeners in leading and managing the BQLT. A variety of interests could be represented on the Board by the Resource People, including greening, social service, law, business and nonprofit management. The Resource People, while sharing a commitment to the Mission of the BQLT, are not members of a BQLT Member Garden and do not have to be gardeners.
- 9) **“Garden License Agreement”** = The Agreement between the BQLT and each garden group as the leader and manager of each Member Garden. The Agreement provides the garden group with the legal authority to use the Member Garden property subject to conditions set by the BQLT to ensure the property is operated as a “community” garden for the benefit of the public (the “public” includes the gardeners!).
- 10) **“Stewardship”** = Each garden group is the daily steward of its Member Garden and must follow the Garden License Agreement. The “steward” of a Member Garden serves as the leadership and management of the property as a public, open space. The BQLT is the overall steward of all the Member Gardens and must A) meet all the responsibilities of property ownership; and B) ensure that the garden groups are following the Garden License Agreement. Both the garden groups and the BQLT, as stewards, must work to guarantee that the garden properties are not private garden clubs but real public spaces and neighborhood resources.

ARTICLE 2: **PURPOSE OF THE BQLT**

SECTION 1: HISTORY

The roots of The Brooklyn Queens Land Trust are grounded in 34 gardens stretching across two boroughs in the City of New York. 32 of the 34 gardens, part of a group of 114 throughout the City, were threatened with destruction through the auction of publicly-owned properties in May 1999 (two of the BQLT gardens, not owned by the City, were already protected or soon would be). The auction took place at a time when City officials failed to understand and appreciate the critical role of community gardens in the social fabric of urban neighborhoods.

A grass-roots, City-wide campaign of community gardeners, greening organizations and advocates of open space came together to build public support for saving the gardens from the auction. Many of the volunteers who campaigned against the destruction of the gardens took their protests to the streets during rallies and marches, and to the halls of City government during public hearings. Some lost their freedom when arrested and jailed for openly advocating to “Save the Gardens.”

The 34 Brooklyn Queens gardens, all originally established under the City’s Green Thumb gardening program, were saved from the auction after The Trust for Public Land (“TPL”), a nonprofit, land conservation organization, reached a last-minute agreement with the City to purchase the properties for permanent preservation as public, open space.

The members of the 34 gardens represent an extraordinary group of racially, culturally and economically diverse people. All of the BQLT gardeners, despite this diversity, share a common bond that runs across artificial borders separating neighborhoods and communities: the recognition of the worth of public, open spaces, especially community gardens, to improving the quality of city life.

Soon after the crisis of the auction had passed, the work began with TPL of organizing the members of the 34 gardens to form the BQLT. This work required

- 1) Building commitment among the gardeners to the principles and operation of a land trust as a way to protect all of the BQLT gardens as private properties held in trust for public use;
- 2) Creating a new “community of gardeners” by familiarizing gardeners with one another on a personal level so they could work closely together as a cohesive group;
- 3) Educating gardeners on the specific issues and procedures related to forming and governing a new, nonprofit land trust; and
- 4) Increasing the “comfort level” of gardeners, as grassroots, community people, in owning numerous open-space properties, and in taking a critical leadership and management role in governing one of the largest urban land trusts in New York City and the United States.

A uniquely dedicated, core group of garden leaders, demonstrating extraordinary patience and perseverance, worked with TPL and took on the principal responsibility as volunteers of forming the BQLT. This was accomplished with the establishment of a number of working groups, created during different times in the land trust formation period, and included the Steering Committee, Garden Operations Committee, Nominations

ARTICLE 2:
PURPOSE OF THE BROOKLYN QUEENS LAND TRUST (Continued)

Committee, Events Committee, Communications Committee, Bylaws Committee, and Board of Directors Search Committee.

BQLT, incorporated March 11, 2004, held its Organization Meeting for the election of the first Board of Directors on April 24, 2004.

SECTION 2: MISSION STATEMENT

The Mission Statement defines the purpose for which the BQLT is being established and describes, in general, the activities the BQLT can be involved in as a nonprofit, tax-exempt, charitable corporation. The Membership Body, Board of Directors, and all Member Gardeners will look to the Mission Statement for guidance in making decisions for the BQLT, along with the Bylaws and the Certificate of Incorporation (this is the legal document that makes the BQLT a nonprofit corporation).

Community gardens are an important physical, ecological and economic resource to the City of New York. Community gardening strengthens our communities, enhances our lives and provides recreational opportunities and beauty to our neighborhoods.

The Mission of the BQLT is to:

- 1) Establish a community of gardeners in Brooklyn and Queens to:
 - Educate and inspire people of all ages to become successful and environmentally responsible gardeners;
 - Support community involvement in community gardening, neighborhood beautification and open space enhancement through activities and programs; and
 - Promote the interests of community gardens.
- 2) Preserve, support, manage and enhance community gardens, and areas of similar natural or recreational value such as neighborhood open spaces, greenways and playgrounds for the benefit of the general public; and
- 3) Act as steward of the open space properties that it owns (including properties in Brooklyn and Queens purchased by or donated to it in the future) for the abovementioned purposes.

ARTICLE 3: BASIC INFORMATION ABOUT THE BQLT

SECTION 1: MEMBERSHIP OF THE BROOKLYN QUEENS LAND TRUST

The Brooklyn Queens Land Trust is a membership organization. There are two different types of members with different roles to play within the BQLT:

- 1) **Member Gardens:** Each community garden owned by the BQLT is a Member Garden. If the BQLT ever owns other public, open spaces like parks and playgrounds, they, too, may become Members of the BQLT provided there is a volunteer neighborhood group or other nonprofit organization responsible for serving as the leadership and management of the open space. Thus, the size of the Membership will increase as the BQLT becomes the owner of additional gardens including other open-space properties.

Member Gardens, if they are “Members in Good Standing,” have the right to send one (1) elected representative to the Membership Body to vote in BQLT decisions including the election of the Board of Directors and the approval of the Annual Budget for the BQLT.

- 2) **Member Gardeners:** Each Member Garden in the BQLT should be operated by a group of volunteers. The BQLT Bylaws refer to these volunteers as “Member Gardeners.” They are part of their garden group and, as members of the BQLT, Member Gardeners have the right to vote for a Garden Representative (see below). Note: If a BQLT Member Garden is operated by a nonprofit organization like a social service agency or a day care center instead of a group of volunteers, the term “Member Gardeners” throughout these Bylaws will also apply to the nonprofit organization.

Member Gardeners each have one (1) vote in the election within their garden group of a Garden Representative (and at least one Alternate Representative) who will attend the Membership Body and represent the Member Garden. Member Gardeners have this right to vote within their garden group provided a) they are complying with the bylaws and rules of their own garden; and b) they are following the Bylaws and rules of the BQLT.

As individuals, Member Gardeners have a vote within their garden group but do not vote in the Membership Body. It is their Garden Representative (or Alternate Representative) who has the right to vote within the Membership Body. The Garden Representative and Alternate Representative are elected by the Member Gardeners.

SECTION 2: LEGAL STRUCTURE

The basic legal structure of The Brooklyn Queens Land Trust is as follows:

- 1) A nonprofit, tax-exempt, charitable corporation under New York State law;
- 2) An urban land trust responsible for owning private properties for public use that are protected from development;

ARTICLE 3:
BASIC INFORMATION ABOUT THE BQLT (Continued)

- 3) A membership organization in which each community garden (and possibly other public, open spaces) owned by the BQLT is part of the Membership; and
- 4) A corporation with “perpetual duration” that is intended to continue protecting community gardens and other public, open spaces for the use and enjoyment of the public for generations to come.

SECTION 3: WHO MAKES LAND TRUST DECISIONS?

Two groups of people are responsible for making decisions as the leaders and managers of the BQLT. The two groups are called the “**Membership Body**” and the “**Board of Directors**.”

- 1) **Membership Body:** This group is made up of one Garden Representative from each of the community gardens owned by the BQLT. Each Garden Representative, democratically elected by her or his garden group, has one (1) vote in the Membership Body. All gardens have equal voting power under the principle of “one-garden, one-vote.”

The Membership Body will make major decisions in governing the BQLT, including electing the Board of Directors and approving the Annual Budget. Each Garden Representative is primarily responsible for representing the interests of his or her garden, but must also be sure that decisions are made in keeping with the Mission of The Brooklyn Queens Land Trust and are in the best interests of all of the Member Gardens in the BQLT.

At least one meeting of the Membership Body, called the “Annual Meeting,” will take place each year. Other meetings, called “Special Meetings,” could be called if needed.

- 2) **Board of Directors:** This group has a total of 15 people elected by the Membership Body. A majority of the Board consists of **Member Gardeners** from the community gardens owned by the BQLT, and **Resource People**.

Since the Membership Body usually meets just once a year, the Board of Directors will have the principal responsibility for the leadership and management of the BQLT.

The **Member Gardeners** serve on the Board as dedicated, grass-roots, community people who know all about the challenges and rewards of starting and running community gardens in New York City. The Member Gardeners, by bringing first-hand knowledge of their gardens and their communities, are the voice for not just their own individual garden but for all of the Member Gardens owned by the BQLT.

The **Resource People**, who are not members of a BQLT Member Garden, provide an essential “balance” among the Directors as they join the majority of neighborhood, grass-roots people on the Board. All members of the Board of Directors must share a commitment to the Mission of the BQLT, and the Resource People also bring professional skills, talents, knowledge, experiences and contacts to help with the leadership and management of the BQLT.

ARTICLE 3:
BASIC INFORMATION ABOUT THE BQLT (Continued)

The Member Gardeners and the Resource People, **together**, serve on the Board as the leaders and managers of the BQLT as it works to accomplish the following:

- A) Fulfill the Mission of The Brooklyn Queens Land Trust;
- B) Set a positive example of how community gardens should be operated in New York City and across the country;
- C) Make the Member Gardens more open, whenever possible, for the public to join as members and to visit as friends and neighbors;
- D) Assist the garden groups in effectively operating as volunteer organizations in making group decisions through a democratic process of respectful discussion and votes, and free and fair elections; and
- E) Increase the value of the Member Gardens as community resources for improving the quality of neighborhood life in New York City.

The Board of Directors works in partnership with the Member Gardeners and the Committees of the BQLT to accomplish all of the above and more!

SECTION 4: BQLT POWERS

The Brooklyn Queens Land Trust has all the general powers permitted under the not-for-profit corporation law of the State of New York including, but not limited to, the following:

- 1) Own “real property” (otherwise known as “land” including community gardens and other open spaces);
- 2) Own “personal property” (this means almost everything except “land” and includes office machines and furniture, tools, vehicles, etc.);
- 3) Employ staff with such titles and compensation as the Board of Directors may determine;
- 4) Solicit and raise “funds” (that is, money like grants and contributions) and “in-kind” donations (anything except money, such as furniture and tools) from foundations, for-profit and nonprofit corporations, government, and individuals;
- 5) Enter into contracts for anything related to the Mission and corporate purposes of BQLT;
- 6) Bring and defend against lawsuits;
- 7) Adopt corporate seal (this is the official stamp or “impression” made by the BQLT on legal documents to make them official acts of the BQLT as a corporation);

ARTICLE 3:
BASIC INFORMATION ABOUT THE BQLT (Continued)

- 8) Make financial investments using BQLT funds for the benefit of the BQLT, subject to legal restrictions on the types of investments available to a nonprofit organization;
- 9) Produce income or profit subject to legal restrictions for a nonprofit organization. The BQLT does not have the authority to distribute for personal profit any part of income or profit to the Member Gardens, Member Gardeners or Directors of the BQLT.

Such income or profit may be distributed, however, for any of the following reasons:

- A) If the Member Gardens, Member Gardeners, Directors or Officers of the BQLT are to be reimbursed for legitimate expenses related to BQLT business; or
 - B) If the BQLT is to provide a grant or other assistance to a Member Garden that is responsible for leading and managing a BQLT garden, and the grant or other assistance is in keeping with the Mission of the BQLT; and
- 10) Conduct activities for profit or financial gain provided such activities support its other lawful, nonprofit activities in keeping with the Mission of the BQLT.

SECTION 5: RIGHTS OF MEMBER GARDENS

The basic rights of each Member Garden in the BQLT are listed below:

- 1) The right to the protection and preservation of the property owned by the BQLT as a “community garden” for the use and enjoyment of the public;
- 2) If the requirements of “Member In Good Standing” are met:
 - A) Right to use the property as a community garden;
 - B) Right to vote in the BQLT (one-garden, one-vote) through a Garden Representative (or Alternate Representative) who is at least 18 years of age and a member of the garden that is represented in the Membership;

The garden group must elect at least one Alternate Representative, but may elect more than one provided the group supplies the BQLT with a list stating the order in which one or more Alternate Representatives will serve and vote if the Garden Representative is absent;
 - C) Right to have Member Gardeners considered for election to the Board of Directors;
 - D) Right to have Member Gardeners considered for election to serve as Officers;
 - E) Right to volunteer to serve on Committees within the rules of the BQLT; and

ARTICLE 3:
BASIC INFORMATION ABOUT THE BQLT (Continued)

- F) Right to apply to the BQLT for grants and request technical assistance in organizing, fundraising, community outreach, property management, etc.

SECTION 6: DUTIES OF MEMBER GARDENS

The basic duties of each Member Garden in the BQLT are listed below:

- 1) Fulfill all the requirements of a “Member In Good Standing” including signing in a timely manner and following the Garden License Agreement;
- 2) Serve as the steward of the garden property and operate the property as a true “community” garden within the Bylaws, rules and policies of the BQLT, and the bylaws and rules of the Member Garden;
- 3) Elect in a democratic manner the Garden Representative and one or more Alternate Representatives to attend meetings of the Membership Body. The garden group must elect the Garden Representative and Alternative Representative(s) at least 10 days but not more than 50 days before the meeting of the Membership Body, and must also notify within this time period the Secretary of the Board of Directors of the results of the election by the Member Garden;
- 4) Actively participate in leading and managing the BQLT; and
- 5) Work for the protection, preservation and improvement of all BQLT properties.

SECTION 7: MEMBER GARDENERS: RIGHTS

If a Member Gardener fulfills the duties described in Section 8, below, then the Member Gardener has the following BQLT rights:

- 1) Right to participate within your garden group in democratically electing a Garden Representative and at least one Alternate Representative to attend and vote in the Membership Body of the BQLT;
- 2) Right to be considered for election as the Garden Representative or Alternate Representative;
- 3) Right to be considered for election to the Board of Directors, and as an Officer;
- 4) Right to be considered for election to the Nominations Committee;
- 5) Right to volunteer to serve on Committees of the BQLT (subject to the election or appointment by the appropriate BQLT Officer or group);

ARTICLE 3:
BASIC INFORMATION ABOUT THE BQLT (Continued)

- 6) Right to attend all meetings of the BQLT provided that the rules for attendance and participation are observed, and the Membership Body, Board of Directors or Committees are not having a closed meeting due to personnel issues or other confidential matters; and
- 7) Right to attend all social and business events of the BQLT provided all rules for attendance and participation are observed.

SECTION 8: MEMBER GARDENERS: DUTIES

The duties of Member Gardeners include the following:

- A) Duty to follow the Garden License Agreement between your Member Garden and the BQLT;
- B) Duty to follow the Bylaws and rules of the Member Garden and the BQLT; and
- C) Duty to volunteer in sharing with other Member Gardeners in the leadership and management of the BQLT.

ARTICLE 4: **MEMBERSHIP BODY**

SECTION 1: MEMBER GARDENS MAKE UP THE MEMBERSHIP BODY

The Membership Body consists of the Member Gardens owned by the BQLT. These Member Gardens, if they meet the requirements of a “Member in Good Standing,” have the right to send one (1) voting representative to the Membership Body.

Each Member Garden has one (1) vote in the Membership Body. This will ensure that each garden has equal voting power in the BQLT. A Garden Representative and at least one (1) Alternative Representative will be democratically elected by the Member Gardeners in each Member Garden to represent the garden group at meetings of the Membership Body. Note: A Garden Representative or Alternate Representative in the Membership Body cannot serve at the same time as a Member Gardener on the Board of Directors.

SECTION 2: MEMBER IN GOOD STANDING

When a Member Garden is under the leadership and management of Member Gardeners, the garden is entitled to all the rights and privileges of Membership in the BQLT (including the right to vote in the Membership Body) if the Member Garden meets the following requirements to be a “Member in Good Standing.” If one or more of these requirements are not being met by the Member Garden, then it may be subject to the “Grievance Procedure for the BQLT” under Article 11 of these Bylaws.

- 1) Comply with the Bylaws, policies and rules of the BQLT.
- 2) Sign in a timely manner and follow the Garden License Agreement.
- 3) Attend and actively participate in meetings of the BQLT, including the Membership Body and Committee meetings, to share with other Member Gardeners in the responsibility of leadership and management of the BQLT.
- 4) Keep the Member Garden property, including the sidewalk, clean and safe for public use (major repairs to the property and sidewalk are the responsibility of the BQLT).
- 5) Maintain hours when the garden gates are unlocked and open for the general public to enter and visit the Member Garden provided the public complies with the posted garden rules for visitors. The days and times for open hours must be posted on a sign readable from the sidewalk. Open hours should be maintained on as regular a basis as is reasonably possible for volunteers.
- 6) Hold an “open house” event once each year to invite the public into the Member Garden.
- 7) Agree as a garden group to follow a written set of bylaws for the Member Garden that includes, at a minimum, these principles and procedures:

ARTICLE 4:
MEMBERSHIP BODY(Continued)

- A) Decisions about the Member Garden and how it is managed are made by the members of the group, who each have the right to vote, after the opportunity for free and open discussion;
 - B) People can apply for and gain membership in the Member Garden if they qualify as members after meeting written standards set by the group including the agreement to follow the Bylaws and rules of the Member Garden and the BQLT; and
 - C) Regular meetings of the garden group are scheduled in advance at regular days, times and locations with a written agenda. The public may attend garden meetings when the meetings are held in the Member Garden or other public places provided (a) the rules of the garden are followed by visitors, (b) all people attending the meetings are respected, and (c) the meetings are not disrupted.
- 8) Treat with respect and dignity, and do not discriminate against, any person entering, visiting or using the Member Garden, or applying for membership in the Member Garden, regardless of race, creed, religion, color, ethnicity, health status, national origin, culture, sex, age, income, place of residence, veteran's status, physical appearance, English proficiency, marital status, handicap or sexual orientation.
- 9) Provide each year, as needed, to the Secretary of the BQLT, by a date to be set by the Board of Directors, A) a copy of the Bylaws and rules of the Member Garden; B) a complete list of each Member Gardener's name and mailing address, and, as applicable, e-mail, fax, telephone and cell number; and C) a copy of the keys (or combinations to the locks) to all garden gates. Each BQLT Member Garden must keep the Bylaws and rules, the list of Member Gardeners, and keys and combinations, updated during the entire year by informing the Secretary of any changes or supplying new keys or combinations.

If a Member Garden is not under the leadership and management of Member Gardeners, but is operated by a nonprofit organization such as a social services agency or a day care center, the Member Garden must meet at a minimum those requirements listed in 1) through 4), above, in addition to any other written requirements set by the Board of Directors to be a "Member in Good Standing."

SECTION 3: DUTIES AND RESPONSIBILITIES: GARDEN REPRESENTATIVES

Each Garden Representative in the Membership Body has the following duties and responsibilities:

- 1) To make decisions for the benefit of all the Member Gardens of the BQLT, including the garden represented. This duty includes the following two requirements:
 - A) A Garden Representative will ensure that the Mission of the BQLT is carried out as reflected in the Certificate of Incorporation, Bylaws, and all other documents issued by the BQLT. A Garden Representative will faithfully comply with these documents, as well as all other rules and regulations of the BQLT; and

ARTICLE 4:
MEMBERSHIP BODY(Continued)

- B) A Garden Representative will have undivided allegiance to the BQLT when using the power of her or his position as a Garden Representative and when using information he or she possesses concerning the BQLT and the properties it owns;
- 2) To discharge the duties of a Garden Representative in good faith and with that degree of diligence, care, and skill which “an ordinarily prudent person would exercise under similar circumstances in like positions” (that is, someone like a voting member of a nonprofit, land trust organization similar to the BQLT);
 - 3) To recognize, understand and accept the need for diversity in the makeup of the Board of Directors, employees, consultants and volunteers. This diversity includes, but is not limited to, race, creed, religion, color, ethnicity, health status, national origin, culture, sex, age, income, place of residence, veteran’s status, physical appearance, English proficiency, marital status, handicap or sexual orientation;
 - 4) To recruit on the Board individuals from the communities served by the BQLT, and professionals from fields related to the Mission and/or organizational needs of the BQLT;
 - 5) To be willing to serve as a Garden Representative without compensation or profit of any kind, except that reasonable expenses, as determined by the Board of Directors, may be paid to any Garden Representative who incurs such expenses in the performance of his or her official duties on behalf of the BQLT; and
 - 6) To provide the Secretary of the Board of Directors with her or his correct mailing address, telephone number, and other forms of communication, if any, to enable the Secretary to provide notice of meetings.

SECTION 4: POWERS OF THE MEMBERSHIP BODY

The Member Gardens in the BQLT, working and voting together in the Membership Body with one (1) vote per garden, have the power to make the following decisions and to take the following actions.

Note: The list below is only a summary of the powers of the Membership Body. Be sure to read the relevant sections of the Bylaws for more information before using any of these powers.

- 1) Elect the Board of Directors and all Officers by a majority vote;
- 2) Remove a Director from the Board of Directors “for cause” or “without cause” by a majority vote;
- 3) Fill vacancies in the Board of Directors by a majority vote;
- 4) Remove an Officer from holding office on the Board of Directors “for cause” or “without cause” by a majority vote;

ARTICLE 4:
MEMBERSHIP BODY(Continued)

- 5) Approve the Annual Budget for the BQLT by a majority vote of the entire Membership; that is, a majority of the total or “entire” number of Member Gardens;
- 6) Approve of the purchase of land by BQLT (or the acceptance of land through donation) by a 2/3 vote of the entire Membership; that is, 2/3 of the total or “entire” number of Member Gardens. (Note: the purchase or donation must also be approved by a 2/3 vote of the entire Board of Directors; that is, 2/3 of the total or “entire” number of seats on the Board);
- 7) Approve of the sale or donation of land owned by the BQLT by a 2/3 vote of the entire Membership; that is, 2/3 of the total or “entire” number of Member Gardens. (Note: the sale or donation must also be approved by a 2/3 vote of the entire Board of Directors; that is, 2/3 of the total or “entire” number of seats on the Board). Any proposed sale or donation of BQLT land is subject to legal restrictions that preserve most, if not all, BQLT properties as public, open space;
- 8) Adopt, amend or repeal the Bylaws of the BQLT by a 2/3 vote of the entire Membership; that is, 2/3 of the total or “entire” number of Member Gardens. (Note: the Board of Directors does not have the power to adopt, amend or repeal the Bylaws);
- 9) Elect by majority vote the five (5) people serving on the Nominations Committee: two (2) from the Board of Directors, and three (3) Member Gardeners;
- 10) Create by majority vote “Committees of the Corporation” to provide advice and recommendations to the Board of Directors and/or the Membership Body, and elect or appoint persons to those Committees by majority vote;
- 11) Adopt by majority vote rules and procedures for meetings of the Membership Body;
- 12) Take action without a meeting when 100% of the Garden Representatives agree in writing;
- 13) Call a Special Membership Body Meeting when 10% of the Garden Representatives agree in writing; and
- 14) Other powers as provided by the Bylaws, rules and/or policies of the BQLT, or by federal, state or local law, with decisions of the Membership Body being made by majority vote unless otherwise stated.

SECTION 5: PLACE OF MEMBERSHIP BODY MEETINGS

There are two types of meetings of the Membership Body: Annual Membership Body Meetings and Special Membership Body Meetings. Both types of meetings will be held at a location in the Borough of Brooklyn or Queens, in the County of Kings or Queens, in the City of New York. The location will be determined by the Membership Body or, if not so determined, by the Board of Directors.

ARTICLE 4:
MEMBERSHIP BODY (Continued)

SECTION 6: ANNUAL MEMBERSHIP BODY MEETING

There will be at least one (1) meeting of the Membership Body each year. This meeting is called the Annual Membership Body Meeting and is held for the election of Directors and Officers to the Board of Directors, for the adoption of an Annual Budget for the BQLT, and for other business.

The date for the Annual Membership Body Meeting will be set by the Board of Directors not more than sixty (60) days nor less than thirty (30) days before the close of the fiscal year. The Annual Membership Body Meeting should be held after the Annual Board Meeting.

SECTION 7: ORGANIZATION OF MEMBERSHIP BODY MEETINGS

The Membership Body will adopt by majority vote selected portions of Robert's Rules of Order for Annual and Special Meetings of the Membership Body. These rules and procedures will include the following:

The President of the Board of Directors will chair the Membership Body Meetings. If the President is not available, then the Vice President, Treasurer or Secretary, in that order of availability, will chair the Membership Body Meeting. If none of the Officers are available, then the Membership may elect a chair at the start of the Membership Body Meeting.

The Secretary of the Board of Directors will take the Minutes of the Meeting for all Membership Body Meetings. If the Secretary is unavailable, the Membership will designate a Secretary to take the Minutes of the Meeting.

SECTION 8: AGENDA OF ANNUAL MEMBERSHIP BODY MEETING

The agenda will be prepared by the President of the Board of Directors or other officer or person chairing the Annual Membership Body Meeting, and will be mailed with the meeting notice for the Annual Membership Body Meeting. No changes can be made to the agenda without the approval of a majority of Member Gardens present at the Annual Membership Body Meeting after a quorum is established.

The Secretary of the Board of Directors will distribute minutes from the previous Annual Membership Body Meeting, as well as from any previous Special Membership Body Meetings, for review, revision (as needed), and approval by the Member Gardens.

The Board of Directors will present an Annual Report to the Member Gardens at the Annual Membership Body Meeting showing the following:

- 1) Assets, or things of value owned by the BQLT, including land, water systems, gazebos, fences, sheds, furniture, cash, office equipment and supplies, investments, etc.;
- 2) Liabilities, or things that must be paid by the BQLT, including contracts for renting office space, utilities, salaries, taxes, debts, unpaid bills, payments for construction under existing contracts, etc.;

ARTICLE 4:
MEMBERSHIP BODY(Continued)

- 3) Principal changes in assets and liabilities during the fiscal year;
- 4) Revenue or income of the BQLT, including grants, donations, contributions, interest on investments, sale of property, etc.
- 5) Expenses of the BQLT;
- 6) Disbursements, or monies paid out by the BQLT, including salaries, rent, utilities, physical improvements to Member Gardens like fences and sidewalks, etc.;
- 7) The identity and number of Member Gardens and Member Gardeners of the BQLT, and if this number has increased or decreased during the fiscal year; and
- 8) The location where the names and mailing addresses of the current Member Gardeners may be found.

The Annual Report, at the time it is presented to the Membership Body, 1) must be confirmed to be true and accurate by the President and the Treasurer, or by a majority of Directors of the Board of Directors; or 2) must be certified by an independent public or certified public accountant or a firm of such accountants selected by the Board of Directors.

Other business to be conducted at the Annual Membership Body Meeting includes, but is not limited to, the following:

- 1) Reports of Committees of the Board of Directors and of the Corporation;
- 2) Approval of the Annual Budget for the BQLT by a majority vote of the entire Membership; that is, a majority of the total or “entire” number of Member Gardens;
- 3) Election of Directors and Officers to the Board of Directors; and
- 4) Election of the Nominations Committee.

SECTION 9: SPECIAL MEMBERSHIP BODY MEETINGS

The Membership Body is required to meet at least once a year at the Annual Membership Body Meeting. If there is a need to meet more than once a year, a Special Membership Body Meeting may be called.

There are two ways to call a Special Membership Body Meeting:

- 1) 10% of the Garden Representatives who belong to the Membership Body may sign a letter demanding that a Special Membership Body Meeting be called by the Secretary of the Board of Directors. The written demand for the meeting must specify the date, month, time and location

ARTICLE 4:
MEMBERSHIP BODY(Continued)

- 2) for the meeting, and the meeting date cannot be less than two nor more than three months from the date of the meeting notice.

If the Secretary does not send out the meeting notices and call the meeting, then the Garden Representatives demanding a Special Membership Body Meeting can call the meeting by sending out the meeting notices as described below.

- 2) A majority of the Board of Directors can vote to call a Special Membership Body Meeting.

SECTION 10: NOTICE OF MEMBERSHIP BODY MEETINGS

- 1) **Member Gardens:** Written notice of the date, time and location of any Annual or Special Meeting of the Membership Body must be given to each Garden Representative and Alternate Garden Representative using at least one of the following methods (Note: Notice of Special Meetings of the Membership Body will indicate the purpose for which the meetings are called and the person or persons calling the meetings):

- A) If by “personal delivery” such as messenger service or hand delivery, written notice must be received at least ten (10) days but not more than fifty (50) days before the meeting; or
- B) If by first class mail, written notice should be deposited, with sufficient postage, in an official United States post office or mail box for the delivery of mail at least ten (10) days but not more than fifty (50) days before the date of the meeting.

Notice is given when it is deposited in the United States mail. In the absence of fraud, it is sufficient evidence of notice when the Secretary of the Board of Directors, or other person doing the mailing, provides a written declaration in an affidavit that the notice was deposited in the United States mail as described above. _

Legal notice of meetings for Member Gardens can only be satisfied by using one of the two methods listed above. Other forms of notice in addition to legal notice may be given, if desired, using e-mail, fax or the telephone, but none of these other forms is a substitute for legal notice.

Note: A Garden Representative may waive the requirement to receive written notice if a waiver, signed by the Garden Representative, is submitted to the Secretary of the BQLT before or after the meeting. A Garden Representative may also waive notice by attending a meeting and not protesting at the start of the meeting the lack of notice or timely notice received before the meeting.

- 2) **Member Gardeners and Board of Directors:** Written notice of the date, time and location of any Annual or Special Meeting of the Membership Body must be given to each Member Gardener and member of the Board of Directors using at least one of the following methods (Note: Notice of Special Meetings of the Membership Body will indicate the purpose for which the meetings are called and the person or persons calling the meetings):

ARTICLE 4:
MEMBERSHIP BODY(Continued)

- A) If by “personal delivery” such as messenger service or hand delivery, written notice must be received at least ten (10) days but not more than fifty (50) days before the meeting.
- B) If by first class mail, written notice should be deposited, with sufficient postage, in an official United States post office or mail box for the delivery of mail at least ten (10) days but not more than fifty (50) days before the date of the meeting.

Notice is given when it is deposited in the United States mail. In the absence of fraud, it is sufficient evidence of notice when the Secretary of the Board of Directors, or other person doing the mailing, provides a written declaration in an affidavit that the notice was deposited in the United States mail as described above. _

- C) If by e-mail, fax or the telephone, notice must be given at least ten (10) days but not more than fifty (50) days before the date of the meeting.

Note: A Member Gardener or member of the Board of Directors may waive the requirement to receive written notice if a waiver, signed by the Member Gardener or member of the Board of Directors, is submitted to the Secretary of the BQLT before or after the meeting. A Member Gardener or member of the Board of Directors may also waive notice by attending a meeting and not protesting at the start of the meeting the lack of notice or timely notice received before the meeting.

SECTION 11: GARDEN REPRESENTATIVES ENTITLED TO VOTE

At a meeting of the Membership Body where voting will take place, a list of the Garden Representatives and Alternate Representatives entitled to vote, certified by the Secretary or other officer designated by the Board of Directors, will be available to the person presiding at such meeting. In addition, at any Membership Body Meeting where voting will take place, this list must be provided to a Garden Representative upon request after giving written notice to the Secretary of the Board of Directors at least five (5) days before a meeting. The Secretary may, but is not required to, give the list to any Garden Representative at the time of the meeting whether or not a request for the list is submitted in writing prior to the meeting.

SECTION 12: ADJOURNED MEMBERSHIP BODY MEETINGS

When a meeting of the Membership Body is adjourned to another date, time and location, the BQLT must give notice of the adjourned meeting to those Garden Representatives not present. Any business of the BQLT may be considered at the adjourned meeting that could have been taken up on the original date of the meeting prior to adjournment.

If, after the meeting is adjourned, the Board of Directors sets a new date, time and location for the meeting of the Membership Body, then notice of the meeting must be sent to all Garden Representatives.

ARTICLE 4:
MEMBERSHIP BODY (Continued)

SECTION 13: QUORUM FOR MEMBERSHIP BODY MEETINGS

A “quorum” is the minimum number of Garden Representatives who must be present at an Annual Membership Body Meeting or a Special Membership Body Meeting for official decisions and votes to be taken by the BQLT. Without a quorum, the Membership Body cannot conduct BQLT business.

The minimum number of Garden Representatives that must be present at an Annual or Special Membership Body Meeting is a majority of the total number of Garden Representatives.

SECTION 14: VOTING

All votes taken to conduct the business of the BQLT must be democratic. At any meeting of the Membership Body, each Garden Representative will have one (1) vote. The election of all Board members must be by secret ballot in free and fair elections. Any one Garden Representative may request and receive a secret ballot or a recorded roll-call vote for any vote taken at any meeting. In the case of a tie vote, where a majority of the votes is required to take action, the person chairing the meeting will cast the deciding vote.

SECTION 15: VOTING - ACTION BY THE MEMBERSHIP BODY

Unless stated otherwise in the Bylaws for a particular action, a vote of the majority of the Garden Representatives, present at a meeting after quorum is established, will constitute "Action By The Membership Body" to carry on the business of the BQLT.

SECTION 16: OPEN MEETINGS

All meetings of the Membership Body are open to the general public unless otherwise agreed to by a majority vote of the Garden Representatives.

SECTION 17: ACTION BY THE MEMBERSHIP BODY WITHOUT A MEETING

Most decisions and votes of the Membership Body will take place during an Annual Membership Body Meeting or a Special Membership Body Meeting. There may be times when decisions will need to be made very quickly and there may not be enough time to call a meeting. In these cases, the Membership Body may take action without a meeting.

If 100% of the Garden Representatives agree to a decision in a signed and dated writing, then that decision is an official action of the BQLT.

SECTION 18: NO PROXIES FOR THE MEMBERSHIP BODY

Garden Representatives and Alternate Representatives cannot issue proxies.

A “proxy” is a statement signed by the Garden Representative that gives the right to vote at a meeting of the Membership Body to another person, persons or organization. The Garden Representative, without the approval of her or his garden, is able to choose the person, persons or organization that will have the proxy.

There already exists a “proxy” system established by the BQLT: if the Garden Representative cannot attend a meeting, the Alternate Representative, elected by the Member Garden, can attend and vote on behalf of the garden. If both the Garden Representative and the Alternate Representative cannot attend a meeting, the Member Garden should elect more than one Alternate Representative to ensure the garden will be represented at meetings.

ARTICLE 5: **BOARD OF DIRECTORS**

SECTION 1: WHO SITS ON THE BOARD OF DIRECTORS?

The Board of Directors is the group of Member Gardeners and Resource People who have the authority and power to make decisions in the leadership and management of the BQLT in keeping with the purposes and limitations described in the Bylaws, the Certificate of Incorporation and other applicable laws. The Board consists of volunteers who have the legal duty to make informed and responsible decisions to fulfill the Mission of the BQLT.

The Board of Directors will have a total of 15 members: a majority of Member Gardeners, and the remaining Directors being Resource People.

There will be eight (8) to ten (10) Member Gardeners sitting on the Board as community garden representatives having varying levels of ability and knowledge with a universal dedication to the Mission of the BQLT. Note: Member Gardeners on the Board of Directors cannot at the same time serve as Garden Representatives or Alternate Representatives in the Membership Body.

The remaining five (5) to seven (7) members will be public members known as “Resource People” who will provide an all-important “balance” to the membership of the Board of Directors. The Resource People, who are not members of the BQLT Member Gardens and do not have to be gardeners themselves, will represent greening, business, social service, law, nonprofit management, and other interests relevant to the BQLT. The Resource People will bring professional skills, talents, knowledge, contacts and experiences to assist in leading and managing the BQLT along with the Member Gardeners.

SECTION 2: DUTIES AND RESPONSIBILITIES OF DIRECTORS

The duties and responsibilities of the Directors on the Board of Directors will include, but not be limited to, the following:

- 1) To provide leadership, guidance and direction to the BQLT in promoting the Mission of the organization, and to make decisions and take actions for the benefit of all the Member Gardens of the BQLT. This duty includes the following two requirements:
 - A) A Director will ensure that the Mission and corporate purposes of the BQLT are carried out as reflected in the Certificate of Incorporation, Bylaws, and all other documents issued by the BQLT. A Director will faithfully comply with these documents, as well as all other rules and regulations of the BQLT; and
 - B) A Director will have undivided allegiance to the BQLT when using the power of her or his position as a Director, and when using information he or she possesses concerning the BQLT and the properties it owns;
- 2) To carry out the duties of a Board member in good faith and with that degree of diligence, care, and skill which “an ordinarily prudent person would exercise under similar circumstances in like

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

positions” (that is, someone like a Director of a nonprofit, land trust organization similar to the BQLT);

- 3) To keep informed as to the policies, business, finances, and affairs of the BQLT, and as to the acts of the Officers, Committees, employees and volunteers of the BQLT, in order to properly perform the duties of a Board member. This requires, at a minimum:
 - A) A careful reading of any materials distributed to Board members;
 - B) Attentiveness during Board discussions to consider the different insights and experiences of other Directors; and
 - C) A willingness to ask questions so as to make an informed decision at the time a vote is taken.
- 4) To attend a minimum of 2/3 of all Annual, Regular and Special Board meetings, and not to be absent from three (3) or more consecutive Board meetings, during each fiscal year to ensure a Director has an opportunity to fulfill other duties and responsibilities described in these Bylaws, including the duty to keep informed about the policies, business, finances and affairs of the BQLT;
- 5) To draft a yearly budget for the BQLT prior to the start of the fiscal year by working with the entire Board of Directors (the budget is an important policy statement intended to help fulfill the Mission of the BQLT during a twelve-month period);
- 6) To oversee the performance of BQLT staff and consultants, and ensure that all compensation and expenses due to BQLT staff and consultants are paid on time, and that all relevant payroll taxes and benefits required by law are also paid on time;
- 7) To ensure that all contracts entered into by the BQLT, and completed to the satisfaction of the BQLT, are paid on time;
- 8) To be willing to serve as a Director of the BQLT without compensation or profit of any kind, except that reasonable expenses, as determined by the Board of Directors, may be paid to any Board member who incurs such expenses in the performance of his or her official duties on behalf of the BQLT;
- 9) To ensure that monies (and in-kind donations) received by the BQLT, whether through contributions or contracts, are spent (and used) for the purpose(s) for which they were offered to, and accepted by, the BQLT, in keeping with the Mission of the organization; and
- 10) To provide the Secretary of the Board of Directors with his or her correct mailing address, telephone number, and other forms of communication, if any, to enable the Secretary to provide notice of meetings to ensure that the Directors have the full opportunity to take part in the affairs of the BQLT to fulfill their duties and responsibilities.

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

SECTION 3: QUALIFICATIONS OF DIRECTORS

All Directors must be at least eighteen (18) years of age. The following additional qualifications must be met by all candidates for election as Member Gardeners and Resource People to the Board of Directors, as well as by all current Directors who wish to continue serving on the Board:

- 1) A commitment to high ethical standards and professional conduct in the management and operation of the BQLT, including a willingness to follow the Mission, Bylaws, rules and procedures of the BQLT, and to work for the best interests of all the Member Gardens;
- 2) A dedication to fulfill the duties and responsibilities of a member of the Board as described throughout these Bylaws including, but not limited to, a willingness to work towards achieving the fundraising goals of BQLT and maintaining the fiscal soundness of BQLT;
- 3) A recognition, understanding and acceptance of the need for diversity in the makeup of the Board of Directors, employees, consultants and volunteers. This diversity includes, but is not limited to, race, creed, religion, culture, sex, color, age, ethnicity, handicap, language, physical appearance, national origin, health status and sexual orientation; and
- 4) A commitment to recruit and maintain on the Board individuals from the communities served by the BQLT, and professionals from fields related to the Mission and/or organizational needs of the BQLT.

SECTION 4: POWERS OF THE BOARD OF DIRECTORS

The Member Gardeners and Resource People on the Board of Directors have the power to make the following decisions and to take the following actions.

Note: The list below is only a summary of the powers of the Board of Directors. Be sure to read the relevant sections of the Bylaws for more information before using any of these powers.

- 1) Serve as the principal leaders and managers of the BQLT, and have the authority to make all appropriate decisions on issues that come before the BQLT during the entire fiscal year;
- 2) Suspend “for cause” by majority vote the authority of an Officer to act provided that at least a majority of the entire Board is present at the meeting (that is, a majority of the total or “entire” number of seats on the Board). Note: The Board cannot remove an Officer from office “for cause” or “without cause”;
- 3) Remove a Director from the Board of Directors “for cause” by a majority vote provided that at least a majority of the entire Board is present at the meeting; that is, a majority of the total or “entire” number of seats on the Board. Note: The Board cannot remove a Director “without cause.”

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

- 4) Fill vacancies on the Board of Directors by a majority vote of the Directors then in office (that is, a majority of the persons sitting on the Board at the time) provided the vacancy is unfilled for at least six months and the Board cannot get a quorum to have a meeting due to the absence, illness or other inability of one or more of the remaining Directors;
- 5) Employ, by majority vote, BQLT staff with such titles as the Board of Directors will determine according to available administrative funds and the needs of the BQLT; and set the rate of compensation and benefits for such staff;
- 6) Take action without a meeting when 100% of the Directors agree in writing;
- 7) Appoint, by majority vote, the Executive Committee and fill vacancies on the Executive Committee;
- 8) Create, by majority vote, Standing Committees and Special Committees of the Board, as well as other “Committees of the Corporation,” and appoint persons, by majority vote, to serve on the Committees;
- 9) Present a draft Annual Budget, by majority vote, to the Membership Body for approval;
- 10) Approve of the purchase of land by the BQLT (or the acceptance of land through donation) by a 2/3 vote of the entire Board of Directors (that is, 2/3 of the total or “entire” number of seats on the Board). (Note: the purchase or donation must also be approved by a 2/3 vote of the entire Membership; that is, 2/3 of the total or “entire” number of Member Gardens);
- 11) Approve of the sale or donation of land owned by the BQLT by a 2/3 vote of the entire Board of Directors; that is, 2/3 of the total or “entire” number of seats on the Board. (Note: the sale or donation of land must also be approved by a 2/3 vote of the entire Membership; that is, 2/3 of the total or “entire” number of Member Gardens). Any proposed sale or donation of BQLT land is subject to legal restrictions that preserve most, if not all, BQLT properties as public, open space;
- 12) Recommend, by majority vote, to the Membership Body two (2) Board members to serve with the five (5) people working on the Nominations Committee, and fill vacancies, by majority vote, in any of the five seats on the Nominations Committee whenever the Membership Body is not meeting;
- 13) Exercise the powers of the Board as described under the Grievance Procedure;
- 14) Call Special Meetings of the Board of Directors by majority vote (Note: the President of the Board, alone, also has this power);
- 15) Call Special Meetings of the Membership Body by majority vote;

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

- 16) Set the date for the Annual Meeting of the Membership Body, by majority vote, not more than sixty (60) days nor less than thirty (30) days before the close of the fiscal year;
- 17) Set the date for the Annual Meeting of the Board of Directors, by majority vote, not more than sixty (60) days nor less than thirty (30) days before the Annual Meeting of the Membership Body;
- 18) Select the bank or banks for the funds of the BQLT;
- 19) Assign additional duties to any of the Officers by majority vote;
- 20) Adopt by majority vote rules and procedures for meetings of the Board of Directors; and
- 21) Other powers as provided by the Bylaws, rules and/or policies of the BQLT, or by federal, state or local law, with decisions of the Board of Directors being made by majority vote unless otherwise stated.

SECTION 5: ELECTION OF FIRST BOARD OF DIRECTORS

The “Incorporators” are those persons who took the responsibility of forming or legally “organizing” or “incorporating” the BQLT by signing the Certificate of Incorporation (this is the document that establishes the BQLT as a nonprofit corporation under New York State law). A majority of the Incorporators, serving as the “Initial Directors” as listed in the Certificate of Incorporation, will establish quorum at the Organization Meeting of the BQLT. The Initial Directors will hold office until the election of the first Board of Directors at the Organization Meeting.

The Initial Directors, after adopting the Bylaws of the BQLT by majority vote, will elect the first Board of Directors, and do any other business as may be necessary for the BQLT.

To become a Director at the Organization Meeting, a candidate for the Board of Directors must first be nominated by at least one Initial Director and then be elected by the Initial Directors by majority vote. The election of the Board of Directors will be by secret, written ballot: either by casting votes for each individual Board member or for a slate of Board candidates.

SECTION 6: ELECTION AND TERM OF OFFICE OF DIRECTORS

At the Organization Meeting of the BQLT, after adopting the Bylaws, the Initial Directors will elect by majority vote the first Board of Directors.

The first Board of Directors will be divided into the following two (2) groups, with each group consisting of Member Gardeners and Resource People, and will have the following terms of office:

- 1) **Group 1:** A total of seven (7) of the Directors will hold office until the Annual Membership Body Meeting in 2005 when their term of office expires; and

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

- 2) **Group 2:** A total of eight (8) of the Directors will hold office until the Annual Membership Body Meeting in 2006 when their term of office expires.

The Initial Directors at the Organization Meeting will designate, by majority vote, the two groups. Beginning in 2005, at each Annual Membership Body Meeting following the Organization Meeting, each Director will be elected to a full two-year term by a majority vote through a secret, written ballot. Directors may be elected to a maximum of two (2) consecutive two-year terms on the Board. After serving for two consecutive terms, a Director must not be serving on the Board for one full term (two years) before becoming eligible to seek election and return to the Board as a Director. Note: The Membership Body, by a 3/4 vote, may elect a Director to a consecutive term beyond two.

SECTION 7: REMOVAL OF DIRECTORS

A Director may be removed from the Board of Directors “for cause” or “without cause” by a majority vote of the Membership Body at an Annual or Special Membership Body Meeting. Note: The Board may remove a Director “for cause” by a majority vote of the entire Board (that is, a majority of the total or “entire” number of seats on the Board). The Board cannot remove a Director “without cause.”

A Director may be removed “for cause” or “without cause” as summarized below:

- 1) **“For Cause:”** The removal of a Director “for cause” means that a Director must have breached her or his duties and responsibilities to faithfully serve the BQLT. A Director must have engaged in activities that obstructed and interfered with the operation and purposes of the BQLT. The failure to fulfill the Duties and Responsibilities of a Director, as listed in Article 5, Section 2, is evidence of a substantial breach in the obligation to faithfully serve the BQLT.

If a resolution is to be presented to the Membership Body or to the Board calling for the removal of one or more Directors “for cause,” then all Garden Representatives and Alternate Representatives in the Membership Body and all members of the Board, must receive written notice of the charges against the Director. The notice must be sent in keeping with the notice requirements for Meetings of the Membership Body or the Board depending on which group will consider the proposed removal of a Director.

The following procedure must be followed to ensure compliance by the BQLT with basic due process requirements:

- A) The Director must receive written notice of the charges making up the proposed removal “for cause” from the Board of Directors. The notice must be received prior to the meeting that will hear the charges. The notice will include the date, time and location for the meeting, and the charges must be stated in a detailed writing from the Board. The notice of the meeting and charges must be sent to the Director in one of the following ways:
- (1) If by “personal delivery” such as messenger service or hand delivery, written notice must be received at least fourteen (14) days before the meeting that will

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

hear the charges against the Director; or

- (2) If by certified mail, return receipt requested, written notice should be mailed, with sufficient postage, from an official United States post office for the delivery of mail at least seventeen (17) days before the date of the meeting that will hear the charges against the Director; or
- (3) If by first-class mail, written notice should be deposited, with sufficient postage, in an official United States post office or mail box for the delivery of mail at least seventeen (17) days before the meeting that will hear the charges against the Director.

Notice is given when it is deposited in the United States mail. In the absence of fraud, it is sufficient evidence of notice when the Secretary of the Board of Directors, or other person doing the mailing, provides a written declaration in an affidavit that the notice was deposited in the United States mail as described above.

- B) The meeting at which the charges against the Director will be heard must present the charges in detail with any supporting documentation;
 - C) At the meeting, the Director whose removal “for cause” is proposed must have the opportunity to address the charges and may present witnesses and cross-examine any witnesses presented by the Board of Directors to support the charges;
 - D) The Director who is brought up on charges must have the opportunity to be represented by legal counsel, and if necessary, the meeting may have to be adjourned to allow sufficient time for the Director and his or her counsel to prepare a response to the charges; and
 - E) The meeting at which the charges are brought must be recorded.
- 2) **“Without Cause:”** As long as the Membership Body follows the procedure for removal of a Director “without cause” (that is, removal by majority vote), and follows the procedures described below, a Director can be removed “without cause” as permitted by law.
- A) If a resolution is to be presented to the Membership Body calling for the removal of one or more Directors “without cause,” then all Garden Representatives and Alternate Representatives in the Membership Body, and all members of the Board of Directors, must receive written notice that a Director may be removed “without cause.” The notice should specify the reason(s) why the Director may be removed. The notice must be sent in keeping with the notice requirements for Meetings of the Membership Body.
 - B) The Director must receive written notice of the reason(s) why he or she may be removed “without cause” from the Board of Directors prior to the meeting of the Membership

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

Body. The notice will include the date, time and location for the meeting. The notice of the meeting and reason(s) for possible removal must be sent to the Director in one of the three (3) methods described under removal of a Director “for cause.”

- C) At the Membership Body Meeting, the Director whose removal “without cause” is proposed must have the opportunity to address the reason(s) for removal as stated in the notice and presented by the Membership Body.
- D) The Membership Body Meeting must be recorded.

SECTION 8: RESIGNATION OF DIRECTORS

A Director may resign from office at any time. A resignation must be in writing and signed by the Director. The resignation will take effect either immediately, or at the time specified in the writing. A resignation does not relieve the resigning Director of any past or existing obligation or duty as a member of the Board of Directors.

SECTION 9: VACANCIES AND NEWLY CREATED DIRECTORSHIPS

Vacancies in the Board of Directors can be created in two ways:

- 1) By the death, resignation, removal or end of a term of office of a Director; or
- 2) Through the creation of one or more new seats (“Directorships”) on the Board by increasing the number of Directors beyond the current number of 15 (this would require an amendment to the Bylaws to increase the total number of Directors).

Vacancies in the Board of Directors must be filled by election in the Membership Body through a secret, written ballot by majority vote.

If a vacancy on the Board of Directors is unfilled for at least six months and a quorum of the Board cannot be obtained due to the absence, illness or other inability of one or more of the remaining Directors, then the Board may fill the vacancy by a majority vote of the Directors then in office (that is, a majority of the persons sitting on the Board at the time).

A Director elected or appointed to fill an unexpired term due to a vacancy will hold office until the expiration of that term.

SECTION 10: ORGANIZATION OF BOARD MEETINGS

The Board of Directors will adopt by majority vote selected portions of Robert’s Rules of Order for Annual, Regular and Special meetings of the Board of Directors. These rules and procedures will include the following:

The President of the Board of Directors will chair the Board Meetings. If the President is not available, then the Vice President, Treasurer or Secretary, in that order of availability, will chair the Board Meeting. If none of the

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

Officers are available, then the remaining Directors, by majority vote, may elect a chair at the start of the Board Meeting.

The Secretary of the Board of Directors will take the Minutes of the Meeting for all Board Meetings. If the Secretary is unavailable or is chairing a Board meeting, the remaining Directors will designate by majority vote a Secretary to take the Minutes of the Board Meeting.

SECTION 11: PLACE OF BOARD MEETINGS

There are three types of meetings of the Board of Directors: Regular, Special and Annual Board Meetings. All meetings will be held at a location in the Borough of Brooklyn or Queens, in the County of Kings or Queens, in the City of New York. The location will be determined by the Board of Directors.

SECTION 12: REGULAR BOARD MEETINGS

Regular meetings of the Board of Directors will be held a minimum of four (4) times each fiscal year.

SECTION 13: SPECIAL BOARD MEETINGS

A Special Meeting of the Board of Directors may be called in one of two ways:

- 1) By the President of the Board; or
- 2) By a majority vote of the Directors at a meeting of the Board.

SECTION 14: ANNUAL BOARD MEETING

The Annual Meeting of the Board of Directors will be held no more than sixty (60) days nor less than thirty (30) days before the Annual Meeting of the Membership Body.

SECTION 15: NOTICE OF BOARD MEETINGS

Notice of the date, time and location of any Annual, Regular or Special Meeting of the Board of Directors must be given to each Director and Member Gardener using at least one of the following methods:

- 1) If by “personal delivery” such as messenger service or hand delivery, written notice must be received at least five (5) days before the meeting.
- 2) If by first class mail, written notice should be deposited, with sufficient postage, in an official United States post office or mail box for the delivery of mail at least seven (7) days before the date of the meeting.

Notice is given when it is deposited in the United States mail. In the absence of fraud, it is sufficient evidence of notice when the Secretary of the Board of Directors, or other person doing

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

the mailing, provides a written declaration in an affidavit that the notice was deposited in the United States mail as described above. _

- 3) If by e-mail, fax or telephone, notice must be received at least five (5) days before the meeting. _

Note: Any of the above methods used for notice of Special Meetings of the Board of Directors may be reduced, if necessary, by two (2) days; e.g., notice by “personal delivery” may be only three (3) days before a Special Meeting. Notice of Special Meetings will indicate the purpose for which the meetings are called and the person or persons calling the meetings.

Note: A Director may waive the requirement to receive notice if a waiver, signed by the Director, is submitted to the Secretary of the Board before or after the meeting. A Director may also waive notice by attending a meeting and not protesting at the start of the meeting the lack of notice or timely notice received before the meeting.

SECTION 16: QUORUM FOR BOARD MEETINGS

A “quorum” is the minimum number of Directors who must be present at a Regular, Special or Annual Meeting of the Board of Directors for official decisions and votes to be taken by the BQLT. Without a quorum, the Board of Directors cannot conduct BQLT business.

The minimum number of Directors that must be present at a Regular, Special or Annual Meeting of the Board of Directors is a majority of the total number of Directors.

SECTION 17: VOTING - ACTION BY THE BOARD

Unless stated otherwise in the Bylaws for a particular action, a vote of the majority of the Board of Directors present, if a quorum exists at such time, will constitute "Action By The Board" to carry on the business of the BQLT.

SECTION 18: ACTION BY THE BOARD WITHOUT A MEETING

When decisions are made and votes are taken by the Board of Directors, this will almost always happen when the Board meets during an Annual, Regular or Special Meeting of the Board. There may be times when decisions need to be made very quickly and there is not enough time to call a meeting.

Whenever the Board of Directors is permitted to take any action by vote at a meeting, such action may be taken without a meeting on written consent signed and dated by 100% of the Directors on the Board. The action taken must be specified in detail in the written consent.

SECTION 19: ADJOURNMENTS OF THE BOARD

An “adjournment” of a meeting of the Board of Directors usually takes place at the end of a meeting when the Board decides to conclude the meeting until the next regularly-scheduled meeting.

ARTICLE 5:
BOARD OF DIRECTORS(Continued)

There may be times when the Board of Directors will declare an “adjournment” and decide to continue a meeting of the Board at another date, time and location other than the next regularly-scheduled meeting. If a majority of the Directors present should declare an adjournment (whether or not a quorum is present), then notice of any adjournment of a meeting of the Board to another date, time and location must be given to the Directors not present at the time of the adjournment.

Notice must also be given to the Directors present at the adjournment if the date, time and location for another meeting were not announced until after the meeting ended.

SECTION 20: NO COMPENSATION OF DIRECTORS

All persons serving on the Board of Directors are volunteers. No Director can receive compensation or profit of any kind for serving on the Board.

As determined by the Board of Directors, reasonable expenses may be paid to any Board member who incurs such expenses in the performance of his or her official duties on behalf of the BQLT.

SECTION 21: NO PROXIES FOR BOARD

No proxies may be issued by Directors for attendance or voting at any meeting of the Board, including Regular Meetings, Annual Meetings, Special Meetings, and all Committee meetings.

SECTION 22: HONORARY AND EX-OFFICIO DIRECTORS

The Board of Directors may, from time to time, appoint persons to be "Honorary Directors" or “Ex-Officio Directors” of the BQLT.

Persons are appointed by the Board to be Honorary Directors based on their past and/or continuing contributions and dedication to the BQLT.

The Board will appoint persons to be Ex-Officio Directors based on their value to the BQLT as resources To assist the BQLT in accomplishing its mission.

Honorary Directors and Ex-Officio Directors may attend any meetings of the Membership Body, Board of Directors, Executive Committee or other Committees but are not entitled to cast votes and do not have the duties and responsibilities of Directors except to work towards accomplishing the Mission of the BQLT. The presence or absence of Honorary Directors and Ex-Officio Directors has no bearing on quorum requirements for meetings of the BQLT or on votes taken for conducting business of the BQLT.

ARTICLE 6: **OFFICERS OF THE BQLT**

SECTION 1: OFFICERS

The Officers of the BQLT, who have duties and responsibilities to the entire corporation, will be the President, Vice President, Secretary and Treasurer. The Membership Body may elect other Officers, including but not limited to, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and Financial Secretaries. All Officers will serve at the pleasure of the Membership Body.

SECTION 2: ELECTION AND TERM OF OFFICE

The Officers will be elected by a majority vote of the Membership Body for a one (1) year term at the Annual Meeting of the Membership Body. There is no limit to the number of terms a Director may serve as an Officer during the time a Director is a member of the Board. At least two (2) of the Officers must be Member Gardeners.

All of the Officers may be elected together as a group or may be elected individually. The election will be by secret, written ballot. The ballots will be counted by the Nominations Committee. Each Officer will continue in office until her or his successor will have been elected and qualified, or until his or her death, resignation, removal or end of a term of office.

SECTION 3: REMOVAL OF OFFICERS

An Officer may be removed from office “for cause” or “without cause,” prior to the end of his or her term, by a majority vote of the Membership Body. Unless otherwise directed by the Membership Body or another provision of these Bylaws, an Officer removed from office will remain on the Board to complete his or her term as a Director. Note: The Board cannot remove an Officer from office “for cause” or “without cause.”

Note: The Board of Directors may suspend “for cause” by majority vote the authority of an Officer to act provided that at least a majority of the entire Board is present at the meeting (that is, a majority of the total or “entire” number of seats on the Board).

SECTION 4: VACANCIES OF OFFICERS

In case of any vacancy in the position of any BQLT Officer, the Board, by majority vote, may appoint a temporary replacement to fill the vacancy until the election of a successor at the next meeting of the Membership Body.

SECTION 5: PRESIDENT – DUTIES AND POWERS

The President of the BQLT has the general responsibility of carrying out her or his duties in good faith and with that degree of diligence, care, and skill that “an ordinarily prudent person would exercise under similar circumstances in like positions” (that is, someone like a President of a nonprofit, land trust organization similar

ARTICLE 6:
OFFICERS OF THE BQLT(Continued)

to the BQLT).

In addition, the President also has the following duties and powers:

- 1) The President has the principal duty to provide guidance and direction to the BQLT, and to see to it that the BQLT works to accomplish its mission;
- 2) The President is the principal spokesperson for the BQLT;
- 3) The President will have general supervision over the affairs of the BQLT, and will keep the Membership Body and the entire Board of Directors fully informed about the activities of the BQLT;
- 4) The President will preside at all meetings of the Membership Body and the Board of Directors but may, from time to time, delegate this responsibility to another Officer;
- 5) The President will have the power to sign and execute in the name of the BQLT all contracts, deeds, leases, bonds, licenses, notes and other legal documents authorized by the Board of Directors, except as the Board may otherwise determine;
- 6) At the Annual Meeting of the Board of Directors and the Membership Body, the President, together with the Treasurer, will present an Annual Report as described in Article 4, Section 8;
- 7) The President will be an ex-officio member of all Committees; and
- 8) The President will perform all the duties incident to the office of the President, and will perform such other duties as may be assigned from time to time by the Board of Directors.

SECTION 6: VICE PRESIDENT – DUTIES AND POWERS

The Vice President of the BQLT has the general responsibility of carrying out his or her duties in good faith and with that degree of diligence, care, and skill that “an ordinarily prudent person would exercise under similar circumstances in like positions” (that is, someone like a Vice-President of a nonprofit, land trust organization similar to the BQLT).

In addition, the Vice President has the following duties and powers:

- 1) The Vice President, like the President, has the duty to provide guidance and direction to the BQLT, and to see to it that the BQLT works to accomplish its mission;
- 2) The Vice President will preside at all meetings of the Board of Directors and the Membership Body whenever the President is absent;
- 3) The Vice President will have such duties as are assigned by the President not inconsistent with

ARTICLE 6:
OFFICERS OF THE BQLT(Continued)

4)

these Bylaws;

- 4) If the President is unavailable to perform BQLT business (after reasonable attempts have been made by the Board to locate her or him) or is absent for an extended length of time, or if the office of President is vacant, the Board may transfer the duties and powers of the President to the Vice President until the Membership Body, when necessary, elects a successor to the office of President;
- 5) If the President is unavailable to perform BQLT business (after reasonable attempts have been made by the Board to locate her or him), the Vice President will have the power to sign and execute in the name of the BQLT all contracts, deeds, leases, bonds, licenses, notes and other legal documents authorized by the Board of Directors; and
- 6) The Vice President will perform such other duties as may be assigned from time to time by the Board of Directors.

SECTION 7: SECRETARY – DUTIES AND POWERS

The Secretary of the BQLT has the general responsibility of carrying out his or her duties in good faith and with that degree of diligence, care, and skill that “an ordinarily prudent person would exercise under similar circumstances in like positions” (that is, someone like a Secretary of a nonprofit, land trust organization similar to the BQLT).

In addition, the Secretary also has the following duties and powers:

- 1) The Secretary, like the President, has the duty to provide guidance and direction to the BQLT, and to see to it that the BQLT works to accomplish its mission;
- 2) The Secretary will keep clear, honest and accurate records of the affairs of the BQLT, including lists of Garden Representatives and Alternate Representatives, and the past and current members of the Board of Directors and staff of the BQLT;
- 3) The Secretary will keep the Minutes of the Annual Meeting, Regular Meetings, and Special Meetings of the Membership Body and the Board of Directors. The Secretary will record the names of the individuals in attendance at these meetings; the votes taken at these meetings; and the general nature of discussions at these meetings. The Minutes constitute the factual and legal history of the BQLT, and as such, are important legal documents maintained by the Secretary;
- 4) All of the records made by the Secretary will be available for inspection at the request of any one or more Directors of the Board, or Garden Representatives or Alternate Representatives in the Membership Body. The Secretary will make all other documents, including memoranda and correspondence, available for inspection at the reasonable request of any one or more Directors of the Board, or Garden Representatives or Alternate Representatives in the Membership Body.

All documents of a confidential nature, such as personnel records, will only be available for

ARTICLE 6:
OFFICERS OF THE BQLT(Continued)

inspection at the instructions of the Board of Directors, or at the instructions of the Membership Body for review by the Personnel Committee. The Secretary will provide any one or more Directors of the Board or Garden Representatives or Alternate Representatives with a copy of the BQLT Certificate of Incorporation or the Bylaws within seven (7) days of a request;

- 5) The Secretary will be responsible for the giving and serving of all meeting and other notices of the BQLT, whether personally or in writing by mail or other method of delivery. In the absence, inability or failure of the Secretary to provide timely notice, the President or the Board of Directors may designate one or more persons to provide such notice or to assist the Secretary in giving timely notice;
- 6) The Secretary will be responsible for the official corporate seal of the BQLT, and will affix the seal to all instruments when required by the Board;
- 7) The Secretary will preside at all meetings of the Board of Directors or the Membership Body whenever the President, Vice President and Treasurer are absent; and
- 8) The Secretary will perform all the duties customarily incident to the office of Secretary, subject to the control of the Board, and will perform such other duties as may be assigned from time to time by the Board of Directors.

SECTION 8: TREASURER – DUTIES AND POWERS

The Treasurer of the BQLT has the general responsibility of carrying out her or his duties in good faith and with that degree of diligence, care, and skill that “an ordinarily prudent person would exercise under similar circumstances in like positions” (that is, someone like a Treasurer of a nonprofit, land trust organization similar to the BQLT).

In addition, the Treasurer also has the following duties and powers:

- 1) The Treasurer, like the President, has the duty to provide guidance and direction to the BQLT, and to see to it that the BQLT works to accomplish its Mission;
- 2) The Treasurer will keep clear, honest and accurate financial records of the BQLT, including receipts and disbursements of the BQLT. These records constitute the financial history of the BQLT, and as such, are important legal documents maintained by the Treasurer;
- 3) The Treasurer will make all financial and related records of the BQLT available for inspection at the reasonable request of any one or more Directors of the Board, or Garden Representatives or Alternate Representatives in the Membership Body;
- 4) The Treasurer will deposit all monies of the BQLT in the name and to the credit of the BQLT in such banks as the Board of Directors may designate;

ARTICLE 6:
OFFICERS OF THE BQLT(Continued)

- 5) Whenever required by the Board of Directors, the Treasurer will make a verbal and/or written statement of the BQLT's financial accounts;
- 6) At the Annual Meeting of the Board of Directors and the Membership Body, the Treasurer, together with the President, will present an Annual Report as described in Article 4, Section 8;
- 7) The Treasurer will preside at all meetings of the Board of Directors and the Membership Body whenever the President and Vice President are absent; and
- 8) The Treasurer will perform all the duties customarily incident to the office of Treasurer, subject to the control of the Board of Directors, and will perform such other duties as may be assigned from time to time by the Board of Directors.

ARTICLE 7: **EXECUTIVE COMMITTEE**

SECTION 1: PURPOSE, DUTIES AND RESPONSIBILITIES

In the absence of a quorum for the Board of Directors to meet and carry on the business of the BQLT, the Executive Committee may meet and will have such power and authority as the Board of Directors will specify and as permitted by law. This will allow the BQLT to make decisions and to take actions even though the Board of Directors is unable to meet. The Executive Committee will have the same duty to faithfully serve the BQLT as the Board of Directors and its individual Directors (see Article 5, Section 2).

SECTION 2: ELECTION, QUORUM, OFFICERS AND VOTING

The Board of Directors, by resolution adopted by a majority of the entire Board (that is, a majority of the total or “entire” number of seats on the Board), will designate from among its members an Executive Committee.

The Executive Committee will be elected at the first meeting of the Board of Directors following the Organization Meeting of the BQLT. The term of office for Executive Committee members will be one (1) year. The Executive Committee will be elected at each Annual Meeting of the Board of Directors and will serve at the pleasure of the Board.

There will be a total of nine (9) members of the Executive Committee: the President, Vice President, Secretary, Treasurer, and five (5) additional members elected from the Board of Directors. At least five (5) members of the Executive Committee will be needed for quorum to hold a meeting; provided, that if only five (5) members are present, an official meeting cannot be held unless at least one (1) of the five members present is the President, Vice-President, Secretary or Treasurer. The four Officers of the Board of Directors will hold similar positions on the Executive Committee. A majority vote of the Executive Committee, when a quorum is present, will constitute official action by the Executive Committee.

SECTION 3: POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee may act on behalf of the BQLT in any matter when the Board of Directors **is not able to meet** due to the lack of a quorum except that the Executive Committee will **not** have authority over the following corporate matters:

- 1) Submitting to the Membership Body a decision for approval whenever such a decision first requires action by the Board of Directors before being submitted to the Membership Body;
- 2) Filling vacancies on the Board of Directors or in any Committee;
- 3) Fixing compensation for the Directors;
- 4) Amending or repealing the Bylaws or adopting new Bylaws; and
- 5) Amending or repealing any resolution of the Board which, by the terms of the resolution, cannot be amended or repealed.

ARTICLE 7:
EXECUTIVE COMMITTEE(Continued)

SECTION 4: NOTICE OF EXECUTIVE COMMITTEE MEETINGS

If the Board of Directors is unable to hold a meeting due to the lack of a quorum, the Executive Committee may immediately hold a meeting at the same time and place as was set for the meeting of the Board of Directors. No advance notice of this Executive Committee meeting is necessary.

SECTION 5: VACANCIES ON THE EXECUTIVE COMMITTEE

Any vacancies on the Executive Committee may be filled at any meeting of the Board by a majority of the entire Board (that is, a majority of the total or “entire” number of seats on the Board). The Directors elected to fill vacancies on the Executive Committee will serve until the next Annual Board Meeting.

ARTICLE 8:

NOMINATIONS COMMITTEE FOR BOARD

SECTION 1: PURPOSE

There is no more important decision that will be made by the Membership Body each year than the election of people to serve on the Board of Directors. It is the Board that will be active throughout the year in leading and managing the affairs and business of The Brooklyn Queens Land Trust. This is why it is so critical to elect the right people to the Board of Directors since this group will be making decisions that will determine the success of the BQLT in fulfilling its Mission.

The Nominations Committee will be responsible for assisting the BQLT in choosing the Member Gardeners and Resource People to serve on the fifteen (15) member Board. The Committee will interview and evaluate people who are recommended by Member Gardeners, Member Gardens, and the Board, or who are up for re-election to the Board, and will also identify potential Board candidates on its own. The Nominations Committee will ultimately recommend to the Membership Body each year a proposed list of candidates for Member Gardeners and Resource People to fill any seats that are up for election to the Board. The Membership Body will then vote on the recommendations of the Nominations Committee.

SECTION 2: ELECTION OF COMMITTEE

There will be a total of five (5) people serving on the Nominations Committee. Two (2) people will come from the Board of Directors and three (3) people will be Member Gardeners. The Membership Body will elect all five (5) people on the Committee by majority vote at each Annual Membership Body Meeting. There will be a two (2) year term of service for all members of the Nominations Committee. If vacancies occur on the Committee between the Annual Meetings of the Membership Body, then the Board of Directors will fill the vacancies. The Nominations Committee will elect a chairperson. If a member of the Nominations Committee is (or will be) presented to the Committee as a candidate to be an Officer of the BQLT, that member must immediately resign from the Committee.

SECTION 3: PROCEDURE FOR RECOMMENDATIONS OF CANDIDATES

Before the scheduled election of Board members at a Membership Body Meeting, the Nominations Committee will send a notice to all Member Gardeners and the entire Board of Directors setting a schedule and deadlines to accept for consideration the names and qualifications of candidates for positions on the Board as Member Gardeners or Resource People, and the names and qualifications of candidates for Officers.

Any Member Gardener, Member Garden, individual Board member or the Board as a whole, may submit recommendations to the Nominations Committee to allow the Committee to evaluate and, if desired, interview a candidate.

A Garden Representative attending and voting at a Membership Body Meeting may not nominate candidates “from the floor” during the meeting. All candidates must be presented for consideration to the Nominations Committee.

ARTICLE 8:
NOMINATIONS COMMITTEE FOR BOARD (Continued)

SECTION 4: QUALIFICATIONS OF BOARD CANDIDATES

The Nominations Committee, as well as the BQLT as a whole, will work to fill seats on the Board of Directors keeping in mind the following principles:

- 1) **Diversity:** The need for Board members to reflect the diversity of the Member Gardeners and the communities where the Member Gardens are located. This diversity includes, but is not limited to, race, creed, religion, color, ethnicity, health status, national origin, culture, sex, age, income, place of residence, veteran's status, physical appearance, English proficiency, marital status, handicap or sexual orientation (Note: due to the size of the Board, it is not possible to have complete representation of all people at any one time).
- 2) **Geography:** The different neighborhoods and areas in Brooklyn and Queens where the Member Gardens are located should be represented on the Board (Note: due to the size of the Board, it is not possible to have complete representation of neighborhoods and areas at any one time).

The Nominations Committee will seek to identify candidates for the Board of Directors that meet these minimum qualifications:

- 1) **All Board Candidates (Member Gardeners and Resource People)**
 - A) Commitment to the Mission of the BQLT;
 - B) Patience for the democratic process of healthy debate and group decision making;
 - C) Ability to respect and be tolerant of other people's opinions even when they differ from your own;
 - D) Common sense and good judgement;
 - E) Capacity to work well within a diverse group of people;
 - F) Perseverance and follow-through in wanting to "get things done;"
 - G) Willingness to learn and be trained, as needed, in the necessary knowledge and skills to increase your effectiveness as a Board member; and
 - H) Time and energy available to fulfill the duties and responsibilities of a Board member, including attending meetings and doing work, as needed, between meetings.
- 2) **Member Gardeners**
 - A) Knowledge of the joys and challenges of being a community gardener in New York City;

ARTICLE 8:
NOMINATIONS COMMITTEE FOR BOARD (Continued)

- B) Acceptance of the need for all Member Gardens to be “community gardens” and not private garden clubs; and
 - C) Capacity as a Board member to be concerned about, and to make decisions for, the benefit of all Member Gardens in the BQLT and not just your individual garden.
- 3) **Resource People**
- A) Possess professional skills, talents, knowledge and experiences from diverse fields to assist the Board in leading and managing the BQLT. These fields include the following examples: environment (“greening”), law, civic affairs, nonprofit management, fundraising, education, performing arts, film makers, business, advertising, public relations, community organizing, real estate, banking, accounting, urban planning, social services, bookkeeping;
 - B) Whenever possible, have personal and professional contacts in appropriate fields to assist the BQLT in raising funds and in-kind donations, plowing through private and public bureaucracies, establishing relationships with relevant people and organizations, etc.; and
 - C) Whenever possible, bring a borough-wide perspective to match the focus of the BQLT on the Boroughs of Brooklyn and Queens, and not just specific neighborhoods within Brooklyn and Queens. This perspective should be relevant, in one or more ways, to the issues of open space protection and preservation.

ARTICLE 9: **OTHER COMMITTEES**

There are several ways to establish Committees to serve the BQLT:

- 1) **Committees of the Corporation:** The Board of Directors or the Membership Body may create “Committees of the Corporation” other than Standing Committees and Special Committees of the Board of Directors (see below). These Committees of the Corporation serve an advisory role to the Board or to the Membership Body. They do not have any of the authority or power of the Board as do Standing and Special Committees.

Committees of the Corporation created by the Board of Directors or the Membership Body may consist of any number of persons and are not restricted to Directors. The President of the Board may appoint persons to these Committees. The Board or the Membership Body, by majority vote, may elect persons to these Committees.

- 2) **Standing Committees and Special Committees:** The Board of Directors may create Standing Committees and Special Committees.

“Standing Committees” are created to handle ongoing BQLT business that will need to be addressed year after year on a regular basis. Standing Committees are considered to be “permanent” until no longer needed.

“Special Committees” are created to address specific problems or issues as they arise and are often described as “ad hoc” committees. Special Committees are considered to be “temporary” and are expected to be needed for a shorter time than Standing Committees.

Standing and Special Committees can be created by a majority vote of the Board of Directors.

Standing and Special Committees created by the Board of Directors will consist of three (3) or more Directors. Only Directors can be members of Standing and Special Committees created by the Board. The President of the Board may appoint Directors to Standing and Special Committees. The Board, by majority vote, may elect Directors to Standing and Special Committees.

Both Standing and Special Committees created by the Board of Directors will have the same restrictions in authority as the Executive Committee.

The following Committees of the Corporation are established by the Membership Body, and their purpose and scope of authority will be defined in a resolution adopted by a majority of the Membership Body:

- 1) Communications Committee
- 2) Events Committee
- 3) Garden Operations Committee
- 4) Personnel Committee

ARTICLE 10:

CONFLICT OF INTEREST POLICY

This policy applies to all “BQLT Members” including Member Gardeners, Member Gardens, Garden Representatives, Alternate Representatives, members of the Board of Directors, Officers, Committee members, BQLT staff, consultants and volunteers.

A potential “conflict of interest” exists whenever one or more BQLT Members could receive a direct or indirect financial or personal benefit from a contract or other transaction, including an oral or written agreement of employment, between the BQLT and 1) one or more BQLT Members; or 2) another corporation, firm, association, individual, group or entity in which one or more of the BQLT Members has a substantial financial or personal interest. Note: All personal or business loans between BQLT Members and the BQLT are not permissible under any circumstances.

The potential conflict of interest must be disclosed in good faith by the BQLT Member to the Board of Directors (or other group or Committee within the BQLT that is authorizing a contract or other transaction). The “interested” BQLT Member (the person or persons with the conflict of interest) may participate in the information-gathering stage of the Board’s discussion but must leave the room and cannot participate in the final discussion and decision regarding the contract or transaction. Such interested BQLT Member, if eligible to vote, may not vote on such contract or transaction.

The presence at the Board meeting of interested BQLT Members may be counted towards quorum.

The Minutes of the Meeting of the Board must reflect 1) that the conflict of interest was disclosed to the Board; 2) that the interested BQLT Member was not present during the final discussion and vote; and 3) that the interested BQLT Member did not vote.

If there is a question about whether a conflict of interest exists, the Board will decide by a vote without the participation of the interested BQLT Member.

A conflict of interest disclosure statement, indicating whether or not there may be the potential for a conflict of interest in the future, will be provided every year to the Board by each BQLT Member.

The disclosure statements will be reviewed every year by the Board or a Committee of the BQLT.

ARTICLE 11: **GRIEVANCE PROCEDURE FOR THE BQLT**

The BQLT will survive and prosper, and will be able to protect and preserve the Member Gardens long into the future, as long as the Member Gardeners agree to the following:

- 1) **ACTIVE PARTICIPATION** in leading and managing the BQLT by attending and taking part in meetings of the Board of Directors and the Membership Body, as well as Committees and other BQLT meetings (this means recognizing and sharing in this responsibility with other Member Gardeners); and
- 2) **FULL COOPERATION** in following the rules of the BQLT, including
 - A) Satisfying all the requirements of a “Member in Good Standing” as defined in these Bylaws, including signing in a timely manner and following the Garden License Agreement between the Member Garden and the BQLT; and
 - B) Working with the BQLT, as needed, to recruit and welcome new people as voting members into the Member Gardens, and to strengthen the governance and management of each Member Garden by group decision making through votes and elections in a democratic manner.

There will be some Member Gardens that do not meet their Membership responsibilities as just described. These Member Gardens may, from time to time, fail to actively participate in the BQLT, and refuse to fully cooperate with the BQLT. This may represent an unwillingness to work with the grassroots, community leaders of the BQLT to ensure that the Member Gardens are protected and thrive as true “community” gardens.

Why should The Brooklyn Queens Land Trust and the Member Gardens be concerned if there are Member Gardens in the BQLT that do not meet their responsibilities of active participation in and cooperation with the BQLT? Because the future of the BQLT and all the Member Gardens is at risk if the BQLT cannot function as a nonprofit organization when not enough Member Gardeners and Member Gardens are involved, and when the Member Gardens do not follow BQLT rules designed to have the Member Gardens operate as “community” gardens. As a result, Member Gardens that risk the future of the BQLT cannot be considered “Members in Good Standing” in the BQLT, and will be subject to the following **GRIEVANCE PROCEDURE:**

STEP 1: **INFORMAL CONVERSATION:** The BQLT will first talk informally, in person or by telephone, with the Member Garden chairperson, contact person or other appropriate Member Gardener or Member Gardeners, to present the reasons why the Member Garden is not fulfilling its responsibilities as a BQLT member and how the Member Garden needs to improve. BQLT Committee members, a community organizer, and others may join in this talk with the Member Garden to explain the problem and seek a solution agreeable to all.

STEP 2: **FORMAL DISCUSSION:** If an informal conversation with the Member Garden does not resolve the problem, then the chairperson (or a designated representative) of the

ARTICLE 11:
GRIEVANCE PROCEDURE FOR THE BQLT (Continued)

Garden Operations Committee will send a letter to the Member Garden chairperson and contact person(s). The letter will explain that the garden group is not fulfilling its responsibilities as a BQLT Member Garden, and that the BQLT requests a formal meeting with all the Member Gardeners in the Member Garden, with a BQLT representative present, to discuss why the garden group is not fulfilling its Membership responsibilities in the BQLT and how the Member Garden needs to improve within a reasonable time period.

STEP 3: **WRITTEN WARNING:** A letter will be sent to all the Member Gardeners in the Member Garden stating the reasons why the Member Garden may be placed on probation. The letter will state that the Member Garden must be represented at a Garden Operations Committee meeting, on a date, time and place specified in the letter, to discuss the possible probation. The Member Garden must send at least one representative to the Committee meeting and all Member Gardeners are encouraged to attend the meeting. The Member Garden will have an opportunity to respond to the claim that it is not fulfilling its BQLT membership responsibilities. The Garden Operations Committee may set a reasonable time period in which the Member Garden must improve.

STEP 4: **PROBATION:** If the Member Garden does not improve within the time period set by the Garden Operations Committee, then the Board of Directors will send a letter to all Member Gardeners in the Member Garden stating the date, time and place for the next Board of Directors meeting at which a vote will be taken whether to place the Member Garden on probation (a letter will also be sent to all BQLT Member Gardens notifying them of the vote prior to the meeting).

The letter will state the reasons why the Member Garden may be placed on probation. The Member Garden must send at least one representative to the Committee meeting and all Member Gardeners are encouraged to attend the meeting. The Member Garden will have an opportunity to respond to the claim that it is not fulfilling its BQLT Membership responsibilities before a vote is taken to place the Member Garden on probation. The Board of Directors, if it votes in favor of probation, will set a reasonable time period in which the Member Garden must improve, and may decide during probation not to count the Member Garden when determining quorum at BQLT meetings.

STEP 5: **LOSS OF BQLT MEMBERSHIP RIGHTS INCLUDING FINANCIAL ASSISTANCE, GARDEN MATERIALS, ETC.:** If a Member Garden on probation fails to improve to the satisfaction of the Board of Directors, within the time period set by the Board of Directors, then the Board of Directors **MAY, BUT IS NOT REQUIRED TO**, take the following actions against the garden group:

- A. Suspension of the right to full Membership in the BQLT along with the loss of the right to vote by the garden group and Member Gardeners at all BQLT meetings. With the suspension of full Membership, the Member Garden will not be counted when determining quorum at BQLT meetings;

ARTICLE 11:
GRIEVANCE PROCEDURE FOR THE BQLT (Continued)

- B. The loss of all financial assistance, whether through grants or garden improvements of any kind, from the BQLT;
- C. Lack of support from the BQLT for all grants, materials, supplies, donations, technical assistance and garden improvements of any kind being provided to the Member Garden from all greening organizations, as well as other nonprofit, for profit and government organizations. The BQLT will send a letter to all greening and other organizations stating that the Member Garden is not a Member in Good Standing and asking that the Member Garden no longer be eligible for any assistance until further notice from the BQLT; and
- D. Other actions as determined by the Board of Directors.

The Board of Directors will send a letter to all Member Gardeners in the Member Garden stating the date, time and place for the next meeting of the Board of Directors at which a vote will be taken on the above issues (a letter will also be sent to all BQLT Member Gardens notifying them of the vote prior to the meeting). The letter will state the reasons why the Member Garden may be subject to the above actions. The Member Garden must send at least one representative to the Board meeting and all Member Gardeners are encouraged to attend the meeting. The Member Garden will have an opportunity to respond to the claim that it is not fulfilling its BQLT Membership responsibilities before a vote is taken. The Board of Directors, if it votes in favor of any of the above actions, will set a reasonable time period in which the Member Garden must improve.

The Board of Directors **MAY, BUT IS NOT REQUIRED TO**, inform the garden group that it must provide to the BQLT a key to all gates, storage sheds, water systems, etc., in the Member Garden. If the Member Garden fails to provide this key within a reasonable time, a certified letter, return receipt requested, will be sent to the chairperson and/or contact person of the Member Garden stating that the BQLT will remove and replace the existing locks. The Board of Directors will decide if a key to the new locks will be provided to the existing garden group.

If the new locks are removed without the permission of the BQLT and other locks are installed by the garden group, then the BQLT will remove the unauthorized locks and **MAY, BUT IS NOT REQUIRED TO**, by vote of the Board of Directors, declare some or all Member Gardeners in the garden group to be trespassers and forbid them from entering the Member Garden property.

STEP 6: **RECRUITMENT OF NEW GARDEN GROUP:** The most extreme action that can be taken by the BQLT is to deny an existing garden group the right to use and manage the Member Garden. To replace the existing group with a new group, without the cooperation of the existing group, is the last and most severe step that can be taken against a garden group.

ARTICLE 11:
GRIEVANCE PROCEDURE FOR THE BQLT (Continued)

Such a step should **ONLY** be considered **IF** the garden group is clearly not managing the Member Garden as a protected, open space for the use of the public; is failing to maintain the Member Garden in a safe, clean and responsible manner; and is not following the Garden License Agreement, policies and Bylaws of the BQLT. This means, essentially, that the garden group is operating the Member Garden as a “private garden club” with, for example:

- A) little or no public access or public involvement in the Member Garden;
- B) denying to the public opportunities to apply for and gain membership in the garden group; and
- C) not governing the Member Garden through the group with elections, voting, and other democratic decision making.

The Garden License Agreement contains the basic standards set by the BQLT to ensure that each Member Garden is managed as a public, open space and not as a “private garden club.” The Board of Directors may determine that the refusal by the garden group to sign the Garden License Agreement is evidence of the unwillingness or failure to manage the Member Garden as a public, open space.

If the Member Garden is successfully managed as a public, open space, and is governed through group decision making in a democratic manner, the existing group **WILL NOT BE REPLACED** with a new group for the failure to attend and actively participate in meetings of the BQLT. The Board of Directors may take other action against the existing garden group, including the recruitment of new members into the group to represent the Member Garden at BQLT meetings.

If, after Informal Conversation, Formal Discussion, Written Warning, Probation, and Loss of BQLT Membership Rights, the Member Garden is still being operated as a “private garden club” and the garden group still refuses to improve the operation of the Member Garden to the satisfaction of the Board of Directors, then the Board of Directors **MAY, BUT IS NOT REQUIRED TO**, vote to replace the existing garden group by recruiting a new garden group to manage the Member Garden.

The Board of Directors will send a letter to all Member Gardeners of the Member Garden stating the date, time and place for the next Board of Directors meeting at which a vote will be taken on the above issue (a letter will also be sent to all BQLT Member Gardens notifying them of the vote prior to the meeting). The letter will state the reasons why the Member Garden may be subject to the above action. The Member Garden must send at least one representative to the Board meeting and all Member Gardeners are encouraged to attend the meeting. The Member Garden will have an opportunity to respond to the claim that it is not fulfilling its BQLT Membership responsibilities before a vote is taken.

ARTICLE 11:
GRIEVANCE PROCEDURE FOR THE BOLT (Continued)

If the Board of Directors votes in favor of replacing the existing garden group, the Board of Directors **MAY, BUT IS NOT REQUIRED TO**, do the following:

- A. Change the locks to the gates, storage sheds, water system, etc., in the Member Garden, and not provide keys to the existing garden group;
- B. Declare some or all Member Gardeners of the existing garden group to be trespassers and forbid them from entering the Member Garden property;
- C. Exclude some or all Member Gardeners of the existing garden group from becoming members of the new garden group; and
- D. Other actions as determined by the Board of Directors.

ARTICLE 12:
GRIEVANCE PROCEDURE FOR MEMBER GARDENS AND
GARDENERS

If any one or more Member Gardens or Member Gardeners believes that the BQLT has not been acting in the best interests of a) their Member Garden; b) any individuals in the Member Garden or Member Gardens; and/or c) the BQLT as a whole, then a grievance may be brought by the one or more Member Gardens or Member Gardeners.

The grievance, expressed either verbally or in writing, should first be brought for discussion to the Garden Operations Committee. This Committee may consult, as needed, with other Member Gardeners and with Directors and Officers of the Board. The Chairperson of the Garden Operations Committee will inform the President of the Board of the grievance.

If the grievance is not resolved within the Garden Operations Committee to the satisfaction of the one or more Member Gardens or Member Gardeners presenting the grievance, then the grievance may be presented to the President of the Board of Directors.

The President, if she or he cannot resolve the grievance, may decide if the grievance should be brought, if at all, to the Board of Directors or to the Membership Body.

Whatever the decision of the President, the Board of Directors or the Membership Body, by majority vote, may decide to hear and consider the merits of the grievance, and decide what, if any, action should be taken.

If the Board of Directors or the Membership Body will hear the grievance, either through the decision of the President or by their own decision as a result of a majority vote in favor of hearing the grievance, the notice for the meeting of the Board or the Membership Body will include basic information about the grievance and which one or more Member Gardens or Member Gardeners brought the grievance.

ARTICLE 13:

CRITERIA FOR OWNING ADDITIONAL OPEN SPACE PROPERTIES

The BQLT will have the opportunity, from time to time, to acquire through purchase or accept through donation additional open space properties including, but not limited to, community gardens, public parks, and public playgrounds. Some of these additional properties could be vacant and/or might not have a history of being used as public, open space to meet community needs.

Owning additional open space properties is one of the most important decisions that can be made by the BQLT. This is because ownership is directly tied to the Mission of the BQLT, and there are many challenging responsibilities in private, land trust ownership and stewardship of properties dedicated to public use. This is why taking on the ownership of additional properties is such a serious issue for The Brooklyn Queens Land Trust.

Community Gardens

If the BQLT has the opportunity to take on the full responsibility of ownership of one or more additional community gardens, the Board of Directors and the Membership Body will first take into consideration the following criteria before owning additional gardens.

This criteria will be used only as a guide in evaluating whether the BQLT should own one or more additional gardens based, in part, on the practical costs in staff time, community organizing, and physical improvements that may be needed to bring the functioning of the garden up to an acceptable level for BQLT ownership. Other criteria may need to be considered based on the specific circumstances of the garden property and the group, if any, that is in charge of the garden.

- 1) The volunteer group in charge of daily garden stewardship should not be a “private garden club” but should recognize and practice (or is willing to adopt) the basic, minimum values of a “community” garden:
 - A) Garden decisions are made by an active, voting membership through a democratic process;
 - B) People can apply for and, if qualified, gain membership in the garden; and
 - C) The general public can visit the garden during regular, posted open hours.
- 2) Garden group members should be willing and able to provide volunteer time in leading and managing the BQLT, and may also bring needed skills, talents and experiences to assist in operating the BQLT.
- 3) Priority should be given to properties located in neighborhoods lacking community gardens (due to development, etc.) and other public, green open space.
- 4) Is the garden property, including the sidewalk, well maintained by the garden group for community use?

**ARTICLE 13: CRITERIA FOR OWNING ADDITIONAL
OPEN SPACE PROPERTIES (Continued)**

- 5) Are there any major existing or future issues with adjacent property owners, such as
 - A) Fences, structures, etc., that are built over the property line and are taking up land that may be owned by the BQLT or are taking away land from a neighbor;
 - B) Retaining walls, building walls or other features in or adjacent to the garden that are in need of repair and would cause a major expense for the BQLT and may require the cooperation of a neighbor to fix; and
 - C) A history of an adjacent owner repeatedly violating the property rights of the land, such as by continuously dumping garbage into the land, trespassing, or parking vehicles on the land.

- 6) After a physical assessment of the property, including an environmental review, are there any major safety, security or similar issues that could result in major expense for the BQLT?

Public Parks and Public Playgrounds

Some of the criteria listed above may also apply when considering the ownership of open space properties like parks and playgrounds. As with community gardens, the most critical areas of concern include:

- 1) The history of the property as it indicates the use and need of the land in the community as public, open space;
- 2) Functioning of the group (that is, the volunteers or organization) that is responsible as the steward of the property; and
- 3) The physical condition of the property and its relation to neighboring buildings and land.

Vacant Property

The challenge of converting vacant property into public, open space, with little or no history of use, may be the most difficult task for the BQLT. This is why many of the criteria also listed above, and more, must be explored to evaluate the true costs in BQLT dollars and resources, especially staff hours, in creating a usable public, open space from little or nothing to start with.

ARTICLE 14:
BANK ACCOUNTS AND CHECKS

SECTION 1: BANK ACCOUNTS

The Board of Directors is authorized to select the bank or banks, or other depositories or investments, for the funds of the BQLT.

SECTION 2: CHECKS

The Board of Directors will adopt a policy for the signing of all bank checks, drafts, notes or other negotiable instruments representing a withdrawal of the BQLT's funds or other financial obligation. At a minimum, the policy will include the need for all bank checks and other negotiable instruments to be co-signed by two (2) Officers.

ARTICLE 15:
REPORTING REQUIREMENTS FOR BQLT

The BQLT must file reports from time to time on its activities as may be required under federal, state and local law. The Board of Directors is responsible for ensuring timely and accurate filing of these reports.

The willful failure of the BQLT to file a report as required by law will constitute a breach of the Directors' duty to the BQLT and may subject the BQLT, at the suit of the New York State Attorney General, to an action or special proceeding for "dissolution" (that is, the BQLT could be effectively "closed down" and be "out of business"). At a minimum, the BQLT must file the following reports:

- A) Federal tax forms, when applicable, must be filed each year with the Internal Revenue Service;
- B) Financial Reporting Forms must be filed each year with the Charities Bureau of the Office of the New York State Attorney General; and
- C) Renewal forms must be filed each year with the New York City Department of Finance to continue the property and sewer tax exemptions on real estate owned by the BQLT.

ARTICLE 16:
OFFICE AND BOOKS

SECTION 1: OFFICE

The office of the BQLT will be located in the Borough of Brooklyn or Queens, in the County of Kings or Queens, City of New York, unless otherwise agreed to by the Board of Directors.

SECTION 2: BOOKS

There will be kept at the office of the BQLT complete and accurate books of financial accounts, and all correspondence and internal memoranda of the BQLT. These books will include a "Minute Book" which will contain an up-to-date copy of the Certificate of Incorporation; a copy of the BQLT Bylaws and all policies and rules adopted by the Membership Body and the Board of Directors; copies of all Minutes of the Meetings of the Membership Body, Board of Directors, Executive Committee and other Committees; a list of the names and addresses of the past and current Directors serving on the Board; a list of all Member Gardeners with contact information (mailing addresses, telephone and cell numbers, e-mail addresses, fax, etc.); and a list of the Garden Representative and Alternate Representative(s) from each Member Garden with contact information.

ARTICLE 17:
FISCAL YEAR AND ACCOUNTING PERIOD

The Fiscal Year and Accounting Period of the BQLT will begin on April 1 and end on March 31.

ARTICLE 18:
CORPORATE SEAL

The Board of Directors may adopt a Corporate Seal for the BQLT. The impression of the Seal affixed to any document of the BQLT will confirm the official nature of the document.

Unless otherwise provided for by the Board of Directors, the Seal will be circular in form and have inscribed an abbreviated name for the BQLT, the year of the incorporation, and the words "Corporate Seal" and "New York." The Seal will be the responsibility of the Secretary. If and when so directed by the Board of Directors, another Officer may be in charge of a duplicate of the Seal and may use it as directed by the Board.

ARTICLE 19:
INDEMNIFICATION

The Garden Representatives in the Membership Body, and the Directors and Officers on the Board of Directors, are indemnified by the BQLT to the fullest extent of the law.

ARTICLE 20:
AMENDMENTS TO BYLAWS

The Membership Body may, as needed, adopt, amend or repeal these Bylaws.

A 2/3 vote of the entire Membership (that is, 2/3 of the total or “entire” number of Member Gardens) is required to change the Bylaws in any way.

The Board of Directors cannot amend or repeal the Bylaws.

All Garden Representatives and Alternate Representatives in the Membership Body, all members of the Board of Directors and all Member Gardeners, must receive written notice of any proposed amendments to the Bylaws. The notice will be sent in the same manner as a notice announcing the date, time and location for an Annual or Special Membership Body Meeting.

Notice must include the date, time and location of the Membership Body Meeting, as well as the text of the proposed amendment and information on all proposed changes to the Bylaws.