**Bylaws**

BYLAWS OF ST BERNARD GARDEN CLUB

A NOT FOR PROFIT CORPORATION
110 Washington Ave-St Bernard, Ohio 45217

Article I: Name

The name of this corporation shall be St. Bernard Garden Club an Ohio not-for-profit corporation (the “Corporation”).

Article II: Purposes and Organization

The purpose for which the Corporation is formed is any purpose for which a corporation may be organized under the Not-for-Profit Corporation Law as a charitable corporation, including the operation of one or more community or neighborhood gardens, and the promotion of food self-sufficiency.

The Corporation shall be formed as a charitable Ohio not-for-profit corporation and will maintain Section 501(c)(3) tax status under the Internal Revenue Code of 1986, as amended.

St Bernard Garden Club organizes local community members, to grow food for their families and for local food banks; and provides plots and tools, gardening information and education, and mentoring for new gardeners.

Article III: Principal Office

The Principal office of the Corporation shall be located in the City of St Bernard, County of Hamilton, State of Ohio.

Article IV: Members

Section One. Eligibility. Anyone who is interested in St Bernard Garden Club is eligible for membership. Upon completion of an application for membership and payment of an annual fee as set by the board of directors, a person may become a member of St Bernard Garden Club following procedures and regulations drawn up by the garden registration committee.

Section Two. Voting rights. Each member shall be entitled to one vote on each matter submitted to the membership.

Section Three. Membership card or certificate. The board of directors may provide for the issuance of cards or certificates as evidence of membership in the Corporation. The form of the card or certificate will be determined by the board

Section Four. No transfer of membership. Membership in this Corporation is not transferable.

Section Five. Termination of membership. The board of directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for good cause after an appropriate hearing

Section Six. Resignation. Any member may resign by filling out a written resignation with the secretary, but resignation shall not relieve that member of the obligation to pay any dues, assessments, or other charges that have accrued and are unpaid.

Article V: Meetings of Members

Section One. Annual meeting. An annual meeting of the members shall be held during the fall of each year at such a date, time and place as the board of directors shall designate for the purpose of electing directors and for the transaction of any other business that comes before the meeting. If the election of directors is not held on the day designated for an annual meeting, or at an adjournment, the board of directors shall have the election held at a special meeting of the members as soon as is convenient.

Section Two. Special meetings. Special meetings of the members may be called by the president; the board of directors; or ten members having voting rights or ten percent of the members, whichever is fewer

Section Three. Place of meeting.  If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Ohio, but if all of the members shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice and any corporate action may be taken there.

Section Four. Notice of meetings. Written notice stating the place, day, and hour of any meeting of members shall be given, personally, by mail, or by facsimile communications, or by electronic mail to each member entitled to vote at such meeting, not less than ten nor more than thirty days before the date of such meeting, by or at the direction of the president, or the secretary, or officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member’s address as it appears on the records of the Corporation with postage prepaid.

Section Five. Informal action by members. Any action required by law to be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter.

Section Six. Quorum. The members actually present and personally entitled to exercise ten percent (10%) of the votes that may be cast at any meeting, not counting any proxy votes that they have been authorized to exercise, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section Seven. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney in fact. No proxy shall be valid after sixty days from the date of its execution, unless otherwise provided in the proxy.

Section Eight. Where directors or officers are to be elected by members, the election may be conducted in person

Article VI: Board of Directors

Section One. General powers. The affairs of the Corporation shall be managed by its board of directors. Directors elected by the membership must be members of the Corporation, and be over the age of 18.

Section Two. Number, term, and tenure. The initial directors of the Corporation shall be those individuals named in the Certificate of Incorporation and shall serve until their successors are elected and qualified. The board of directors shall have the authority to set the board size from time to time. Each director shall be elected for a one-year term except that a subset of the directors shall be elected to shorter terms at the first election to ensure that the directors’ terms are staggered, and when necessary in future elections to keep the directors’ terms staggered; however, the director will hold office until a successor shall have been elected and qualified.

Section Three. Regular meetings. The board will meet once a month at a regular time, by any means (including conference call or online). Each year at the first board meeting after the annual election, the board will set that time. Notification of that time, and of any temporary change in that time, will be given to all members by email and posting at the Gardens during the growing season, not less than seven nor more than fifteen days before the date of such meeting. The board of directors may provide by resolution the time and place within the City of St Bernard for the holding of additional regular meetings of the board without other notice than the resolution.

Section Four. Special meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place within the City of St Bernard as the place for holding a special meeting of the board called by them.

Section Five. Notice. Notice of any special meeting of the board of directors shall be given at least forty-eight hours in advance by telephone contact made directly, by email, or by written notice delivered to each director at that director’s address as shown by the records of the Corporation by a person who called the special meeting. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting must be specified in the notice or waiver of notice.

Section Six. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present by any means (including conference call or online) at any meeting, a majority of those present may adjourn the meeting. Non-voting directors are not considered to be members of the board for purposes of determining whether or not a quorum is present.

Section Seven. Manner of acting. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by law or these bylaws. The board will select a board member to preside at the meetings of the members and of the board of directors

Section Eight. Vacancies. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the directors though less than a quorum of the board. A director elected to fill a vacancy shall serve the unexpired term of that director’s predecessor in office. Any position on the board that needs to be filled because of an increase in the number of directors shall be filled at an annual meeting or at a special meeting of the members called for that purpose.

Section Nine. Conflicts of interest. The board shall have a Conflict of Interest Policy which complies with Ohio Law.

Section Ten. Honorary directors. The board of directors, by resolution, may appoint honorary directors to terms as set by the resolution. These honorary directors shall receive notice of all meetings and may participate fully in all discussion or debate, but may not vote on issues coming before the board. They are not considered to be members of the board for purposes of determining if a quorum is present at a meeting of the directors.

Section Eleven. Compensation. Directors as such shall not receive any compensation for their services, but by resolution of the board of directors, any director may be indemnified for expenses and costs, including attorneys’ fees, actually and necessarily incurred in connection with any claim asserted against the director by action in court or otherwise, by reason of being or having been a director, except where the director is guilty of negligence or misconduct in respect to the matter for which indemnity is sought.

Section Twelve. Removal. Any or all of the directors may be removed for cause by vote of the members or by vote of the directors. If any director has been absent for more than three of the last six meetings for which the director received proper notice, then cause exists for removing that director

Article VII: Officers

Section One. Officers. The board of directors shall elect a president, a vice-president, a secretary, a treasurer, and any other officers as it deems appropriate. Except where duties are assigned to a particular officer by law or by these bylaws, the board may assign duties to officers as it sees fit. Any two or more offices may be held by the same person except the offices of president and secretary.

Section Two. Election and term of office. The election of officers of the Corporation shall be held by the board of directors at the first board meeting following the election of the board. If the election is not held at that meeting, it shall be held as soon after that as is convenient. Each officer holds office until a successor is elected and qualified unless the officer has been removed by the board under section three of this article and the board makes the removal effective before a successor assumes office.

Section Three. Removal. Any officer elected or appointed by the board of directors may be removed by the board whenever in its judgment removal would best serve the interests of the Corporation; but removal does not prejudice the contract rights, if any, of the officer removed.

Section Four. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five. President. The president shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The president may sign, with the secretary or any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed, except in cases where the signing and execution are expressly delegated to the board of directors by these bylaws or by statute to some other officer or agent of the Corporation; and, in general, the president performs all duties incident to the office of president and any other duties that are prescribed by the board of directors.

Section Six. Vice-president. In the absence of the president or in event of the president’s inability to act, the vice-president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions on the president. The vice-president shall perform any other duties that are assigned by the president or the board of directors.

Section Seven. Treasurer. If required by the board of directors, the treasurer must give a bond for the faithful discharge of the duties of the office of treasurer, for an amount and with such securities as the board determines. The treasurer has charge and custody of and is responsible for all funds and securities of the Corporation; receives and gives receipts for moneys due and payable to the Corporation from any source; and deposits all such moneys in the name of the Corporation in such banks, trust companies, credit unions, or other depositaries as are selected by the board of directors and in general, performs all the duties as are incident to the office of treasurer and any other duties as are assigned by the president or by the board of directors.

Section Eight. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and any other duties that are assigned by the president or by the board of directors.

Article VIII: Committees

Section One. Committees of directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate an executive committee, and its terms and provisions; and may designate one or more other committees of three or more directors to have and exercise the authority of the board in the management of the Corporation to the extent provided in the resolution. The delegation of authority to such committee(s) does not relieve the board, or any individual director, of any responsibility imposed by law. Each committee of the board serves at the pleasure of the board. The designation of such a committee and delegation of authority to it does not, by itself, relieve any director of that director’s duty to the Corporation.

Section Two. Garden operations, registration, and nominating committees. These committees do not exercise any power of the board in the management of the Corporation. Any member of the Corporation is eligible to serve on these committees if appointed by the board of directors, and may be removed and replaced by the board when it finds the best interests of the Corporation to be served by that removal.

Section Three. Other committees. Other committees not having and exercising the authority of the board of directors in the management of the Corporation may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in this resolution, members of each committee shall be members of the Corporation, and the president of the Corporation shall appoint the members. Any member may be removed by the person or persons authorized to appoint members whenever in their judgment the best interests of the Corporation are served by that removal.

Section Four. Term of office. Each member of a committee shall continue in office until the next annual meeting of the members of the Corporation and until that committee member’s successor is appointed, unless the committee is terminated sooner or unless the member is removed from the committee or ceases to be a member of the Corporation

Section Five. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of that committee.

Section Six. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section Seven. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section Eight. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

Article IX: Corporate Finances

Section One. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances.

Section Two. Checks, drafts, or orders for payment. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer or officers, agent or agents of the Corporation and in such manner as is determined by resolution of the board of directors. In the absence of a determination by the board these instruments shall be signed by the treasurer and countersigned by the president or vice-president of the Corporation.

Section Three. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, credit unions, or other depositaries as the board of directors selects.

Section Four. Fiscal year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section Five. Gifts. The board of directors may accept on behalf of the Corporation any gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation.

Article X: Miscellaneous

Section One. Books and records. The Corporation shall keep correct books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees that have any of the authority of the board of directors, and shall keep at the principal office a list or record containing the names and addresses of all members and the date when they became members. Any person who is a member of the Corporation in good standing has the right to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of its members and list or record of members, and to obtain copies of these materials at reasonable cost.

Section Two. Whistleblower protection. The board of directors will adopt & maintain a whistle-blower protection policy as required by Ohio.

Section Three. Waiver of notice. Whenever any notice is required to be given under the provisions of the Ohio Not-for-Profit Corporation Law or under the provisions of the certificate of incorporation or the bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to such notice, or submitted electronically, whether before or after the time that notice was due, is equivalent to giving that notice.

Section Four. Dissolution: distribution of assets. In case of the dissolution of the corporation, none of the assets shall be distributed to any of the members of the corporation.

Article XI: Amendments

Section One. Power of members to amend bylaws. The bylaws of this Corporation may be amended, repealed, or added to, or new bylaws may be adopted, by the written assent or vote of a majority of the members present at the annual meeting or by a majority of the members entitled to vote at any other meeting.

Article XII: Exempt Activities

No director, officer or employee of the Corporation may take any action on behalf of the Corporation that is prohibited for a 501(c)(3) organization.

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