

**Clarkston Community Garden**  
**A Non-Profit Organization**

Article 1

Clarkston Community Garden, PO Box 53, Clarkston, Washington 99403

Section 1

The name of this organization is the “Clarkston Community Garden”.

Section 2

Clarkston Community Garden is organized exclusively for educational purposes and to improve community health under section 501(c) (3) of the Internal Revenue Code. The mission of the Clarkston Community Garden is to provide people access to garden space, to support the production of healthy food, promote sustainable gardening practices, allow participants educational opportunities on gardening as practice toward health and well-being and to accommodate community gardening enjoyment.

Section 3

The principle office location of Clarkston Community Garden shall be located at 1440 Fair Street in the city of Clarkston in Asotin County in the State of Washington. The organization shall use a Post Office Box 53 in Clarkston WA. 99403 We maintain a web site; [www.clarkstongarden.com](http://www.clarkstongarden.com).

Article 2

Membership

Section 1

The qualification for membership in this organization is the common interest in gardening.

Section 2

Membership to the organization is fee-based, requiring dues as determined by the board and payment shall be the start of the calendar year.

Section 3

Members of the organization shall have the right to one vote on matters submitted to a vote at the general membership meetings.

## Article 3

### Meetings

#### Section 1

The Board of the Clarkston Community Garden shall meet annually or as often as needed or called for by any member of the Board. The dates, times and location will be made known to the general membership and be conducted as public meetings. Executive sessions and closed meetings are solely to maintain confidentiality where required by law, to discuss sensitive financial issues, crisis management, audits, board practices, behavior and performance. The date of the annual Board meeting shall be determined by the Board of Directors who will also set the time and place.

#### Section 2

Regular meetings of the general membership may be held at such place and time as designated by the standing resolution of the Board.

#### Section 3

Special meetings may be called by any member of the Board.

#### Section 4

Notice of all meetings shall be provided to each voting member by the secretary at least two days prior to the meeting by email or regular mail or as deemed agreeable to a quorum of Board Members.

## Article 4

### Board of Directors

#### Section 1

The business of the organization shall be managed by a Board of Directors which shall be comprised of a President, a Vice President, a Secretary, a Treasurer, and Past President and two (2) Trustees and one unelected Representative from the Walla Walla Community College. The Board Members and Officers shall provide the direction of the organization. The Board members and Officers shall delegate responsibility of day-to-day operations to the Garden Management Team. The Board Members and Officers and Garden Management Teams shall receive no compensation for their services.

#### Section 2

All Board members and Officers shall serve for two year staggered terms, the President, Treasurer and one Trustee shall be elected to serve every other odd year, the Vice President, Secretary and one Trustee shall be elected to serve every other even year.

### Section 3

Any Board Member or Officer may be removed from office without assigning any cause by the vote of the Board Members and Officers at any meeting of the Board members and Officers.

### Section 4

Any Board Member or Officer may resign at any time by giving notice to the organization.

### Section 5

In the event of a vacancy on the Board (including situations where the number of Board members has been deemed necessary to increase), the remaining Board Members and Officers shall fill the vacancy by quorum vote.

### Section 6

A quorum must be 60 percent of the Board Members for business to be transacted or motions made or passed.

## Article 5

### Officers

#### Section 1

The officers of the organization shall be President, Vice President, Secretary, Treasurer, The General Membership shall elect each of these officers in December to take office in January. The Board Members may also appoint other officers it deems necessary.

#### Section 2

The Officers of the Board shall serve for staggered terms established by Article 4, Section 3..

#### Section 3

The two Trustees are appointed by the Board Members.

#### Section 4

Officers of the Board will not be compensated via salary for their service as an officer of the Board.

#### Section 5

The President will act as Board Chairperson. - the Chair shall convene regularly scheduled Board meetings and shall preside or arrange for other Directors to preside at each meeting in the following order: Vice President, Secretary and Treasurer. The Board Chair appoints Committee Chairs. The President shall not serve as Garden Manager or any committee Chair but may serve as an assistant

garden manager or committee member.

#### Section 6

Vice President will facilitate meetings in the absence of the Board Chair. The Vice President may be appointed to chair committees on special subjects as designated by the Board.

#### Section 7

Secretary- The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings and general membership meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that organization records are maintained. The Secretary shall assist the Officers with communications, act as a public information officer for the organization and assist in marketing the organization in conjunction with the Marketing Plan.

#### Section 8

Treasurer- the Treasurer shall maintain the financial book and make a report at Board meetings when called by the Chair. The Treasurer shall assist in the preparation of the budget, help develop fund-raising plans, and make financial information available to Board members and the public. The Treasurer shall keep a log of all donations of funds, labor and materials, or any other supplies that support the operation of the garden. The Treasurer shall make distribution of funds to pay for services, material or as directed by the Board. Two officers of the organization shall sign all checks being issued (Chair, Sec/Treasurer, and/or Vice Chair). The Treasurer shall be the sole person to collect rental agreements and assign beds and growing plots to members.

#### Section 9

Trustee- There are two trustees, appointed by the board and shall be members of the board, each Trustee shall have a staggered two year term.

### Article 6

#### Committees

##### Section 1

The Board may create committees as needed, such as fund raising, public relations, and program committees. The Board Chair shall appoint all committee chairs.

##### Section 2

NO committee shall have any power to: fill vacancies on the Board, adopt amend or repeal the by-laws, amend or repeal any resolution of the Board, or act on matters committed by the by-laws or resolution of the Board to another committee of the Board.

### Section 3

The audit committee shall consist of the two Trustees that will present their findings to the Board at the annual Board meeting at the end of the calendar year.

### Article 7

#### IRC 501(c) (3) Tax Exemption Provisions

- a. Upon the dissolution of Clarkston Community Garden, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or (local government, for public purpose.
- b. The Clarkston Community Garden is organized exclusively for charitable, educational, nutritional benefits and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of Clarkston Community Garden shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the operational purpose clause hereof.
- c. No substantial part of the activities of Clarkston Community Garden shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- d. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Amendments

#### Section 1

These By-laws may be amended when deemed necessary by a 60% majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary and sent along with regular board meeting notices to the Board members and membership.

President: \_\_\_\_\_ Date: \_\_\_\_\_ Trustee \_\_\_\_\_ Date: \_\_\_\_\_  
Ken Roberts Vicky Boubel

Vice-President: \_\_\_\_\_ Date: \_\_\_\_\_ Trustee \_\_\_\_\_ Date: \_\_\_\_\_  
Penny Mintyala John Freeman

Secretary: \_\_\_\_\_ Date: \_\_\_\_\_ Treasurer: \_\_\_\_\_ Date: \_\_\_\_\_  
Janet Marugg Donna Trump

WWCC Representative: \_\_\_\_\_ Date: \_\_\_\_\_  
Jackson Matthews