

RIVER VALLEY AREA COMMUNITY GARDENS, INC.

Bylaws

Article I Name

The name of the corporation is: River Valley Area Community Gardens, Inc.

Article II Purpose

The corporation has no employees and is an all-volunteer, not-for-profit organization created to operate a non-commercial community garden at Spring Green, Wisconsin on public land provided by the Village of Spring Green, a Wisconsin municipal corporation. The community garden shall be for the benefit of the residents of the River Valley School District, a Wisconsin public school district with its central office at Spring Green, Wisconsin (“River Valley”).

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 8(a) hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office

of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

So long as consistent with the foregoing provisions of this Article II, the purposes for which this corporation is organized may include the following:

1. To provide garden plots to River Valley residents who do not have access to adequate land upon which to grow, nurture and harvest healthy and nutritious food.
2. To distribute surplus production from individual and community garden plots to food pantries and otherwise to families and individuals in need.
3. To provide educational opportunities pertaining to sustainable gardening, gardening techniques and harvesting.
4. To provide through gardening, the benefits of a healthy lifestyle throughout the community.
5. To improve the quality of life of the community by giving its members the opportunity to participate in and appreciate the gardening experience.
6. To preserve and improve the beauty of the area through planting of native and nonnative plants.

Article III Board of Directors

Section 1 General Powers. Subject to the limitations of the Articles of Incorporation, these bylaws, and the nonstock corporation statutes of the State of Wisconsin, all corporate powers shall be exercised by or under the authority of the Board of Directors and the management and affairs of the corporation shall be controlled by the Board of Directors.

Section 2 Number, Qualification, Election and Tenure. The number of directors shall be not less than five nor more than 15. The actual number of directors shall be as is from time to time fixed by the Board of Directors but shall never be less than three. The term of a director shall be three years. The Board of Directors shall establish a process for the election of approximately one-third of the directors on an annual basis. Directors shall be elected by the then members of the Board of Directors. A director may serve an indefinite number of terms.

Section 3 Meetings of the Board of Directors. The *Annual Meeting* of the Board of Directors shall be held on or before the last day of December of each year at such time and place as

the Board of Directors shall set and for the purpose of the election of officers and such other business as may come before the meeting.

Regular Meetings of the Board of Directors shall be held at such time and place as may be established by the Board of Directors at its annual meeting and for the ensuing year until the next annual meeting.

Special Meetings of the Board of Directors may be called by the President or any director. The President or director or directors calling a special meeting of the board may fix a reasonable time and place for the holding thereof. Notice of a special meeting of the Board of Directors shall be given in writing delivered personally, by email or by regular mail but, in any case, shall be given at least 24 hours prior thereto. Any director may waive notice of any such meeting either before, at or after such meeting by signing a waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except where a director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 4 Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 5 Quorum and Notice. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 6 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though it is less than a quorum of the Board of Directors. A director appointed to fill a vacancy shall serve until the next annual meeting of the Board of Directors. At such annual meeting, a director will be elected to fill the unexpired term of the vacancy or for a new term as the case may be.

Section 9 Removal. At any meeting of the directors called expressly for that purpose, any director or directors may be removed from office, with or without cause, by the two-thirds affirmative vote of the full membership of the Board of Directors.

Section 10 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director votes against such action or abstains from voting because of an asserted conflict of interest.

Section 11 Compensation. Members of the Board of Directors shall serve without compensation but may be reimbursed for actual expenses as approved by the Board of Directors.

Article IV

Members

Section 1 General Provision. The corporation will not have members.

Article V

Officers

Section 1 Officers. The officer of the corporation shall be President, Vice President, Secretary and Treasurer each of whom shall be elected by the Board of Directors. Additional officers and assistant officers may be elected by the Board of Directors from time to time. A failure to elect officers shall not affect the existence of the corporation.

Section 2 Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3 Removal. An officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby.

Section 4 Duties. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Board of Directors, shall appoint all committees and shall, except for the nominating committee, be an ex-officio member thereof. In the absence of the President, the Vice President shall preside. The Secretary shall record the attendance at all meetings, shall take the minutes of all meetings and shall give notice of all meetings. The Treasurer shall have custody of the money of the corporation and shall maintain its financial records. In general, the officers of the corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these bylaws or as may be assigned to them from time to time by the Board of Directors.

Section 5 Delegation of Duties. In the absence or disability of any officer of the corporation or for any other reason deemed sufficient by the Board of Directors, the board may delegate the officer's powers and duties to any other officer or to any other director.

Section 6 Compensation. Officers shall serve without compensation but may be reimbursed for actual expenses as approved by the Board of Directors.

Article VI

Committees

Section 1 Creation of Committees. The corporation by resolution adopted by a majority of the Board of Directors may designate committees deemed appropriate to the best interests of the corporation. Such committees shall have the functions and may exercise such power as may be lawfully delegated by the Board of Directors.

Section 2 Meetings. Meetings of committees may be held with oral notice at such time and place as shall from time to time be determined by the committee.

Section 3 Vacancies. Vacancies on any committee may be filled by the Board of Directors at any meeting of the board. A majority of committee members then in office shall constitute a quorum for the transaction of business.

Article VII

Contracts, Loans, Check & Deposits

Section 1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by a resolution of the Board of Directors.

Section 3 Checks. The Board of Directors may authorize any officer or officers or other person or persons to execute checks drawn upon such financial institutions as the Board of Directors may designate from time to time as the depository of the corporation's funds.

Section 4 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such bank or depository as the Board of Directors may from time to time designate.

Section 5 Fiscal Year. The fiscal year of the corporation shall be from January 1 through December 31.

Section 6 Annual Audit. The Board of Directors shall cause to be prepared an independent audit of its accounts and financial affairs by an accountant at the conclusion of each fiscal year.

Article VIII

Nondiscrimination

The corporation shall not discriminate against any person because of age, race, religion, color, handicap, sex, physical condition, developmental disability, sexual orientation, national origin, marital or parental status, and arrest or conviction record.

Article IX

Amendments

These bylaws may be altered, amended or repealed and new bylaws adopted by the majority vote of the full membership of the Board of Directors. Any proposed alteration, amendment or repeal of these bylaws shall be set forth in the notice of the meeting.