

Bylaws of Sierra Vista Community Gardens, Inc.

I. Name and Location

1. The name of the corporation shall be Sierra Vista Community Gardens, Inc (SVCG) The principal office of the corporation is located in Cochise County, State of Arizona.

II. Purpose/ Mission Statement

1. The purpose of the SVCG is to educate residents about the benefits of growing food and flowers by promoting and establishing community gardening in Sierra Vista. Every effort will be employed to use best practices in order to conserve water and protect the environment.

III. Board of Directors

1. The Board of Directors shall serve without pay and consist of up to 12 members.
2. Vacancies will be filled with Board approval.
3. Officers of the Board may serve in any given office a maximum of two consecutive years .
4. No individual may serve on the board more than 8 consecutive years.
5. Any individual may return to a board or office after a one year hiatus.

IV. Officers

1. The officers shall consist of a President, Vice President, Secretary, and Treasurer nominated by the Board.
2. (a)The President shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b)The Vice-President shall assume the duties of the President in case of the President's absence. (c)The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

V. Committees

1. The Board may appoint standing and ad hoc committees as needed.

VI. Meetings

1. Regular meetings shall be held on the third Monday of each month at 5:30 p.m.
2. Special meetings may be held at any time when called for by the President or a majority of Board members.
3. Agendas shall be provided to all directors at least 4 days in advance.

VII. Voting

1. Four board members constitute a quorum (one-third of the total number of board members). In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority (i.e., one more than half the members present).

VIII. Conflict of Interest

1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

IX. Fiscal Policies

The Fiscal Year of the board shall be January 1 through December 31. All fiscal activity, financial records, and treasurer's reports shall be based on the Fiscal Year. A financial review or audit by two persons appointed by the board shall be conducted annually.

X. Amendments

1. These by-laws may be amended at any Board meeting by at least two-thirds of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are presented in writing to each Board member at least one week prior to said meeting.

XI. Hold Harmless Clause

1. We the undersigned members of the Sierra Vista Community Gardens, Inc. hereby agree to hold harmless Professional Park 2700 Group, owners of the garden property ,from and against any damage, loss, liability, claim, demand, suit, cost and expense directly or indirectly resulting from, arising out of or in connection with the use of the Sierra Vista Community Gardens, Inc. by the garden group, its successors, assigns, employees, agents and invites.