

Gladstone Garden Association  
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## **BYLAWS**

### ARTICLE I

#### Name and Mission of Corporation

- Section 1. This corporation in the City of Gladstone, Oregon, shall be known as the Gladstone Gardening Association, hereinafter called the "Association".
- Section 2. The mission of this Association shall be to facilitate gardening for personal and family use and to promote cooperation and mutual assistance among members.

### ARTICLE II

#### Membership

- Section 1. The membership of the Association shall consist of those persons who have applied, paid dues, and are active members in good standing. Membership in good standing is defined as accepting and adhering to the Association's rule of conduct and good gardening practices. Each membership shall have one (1) vote on any issue brought up for approval/disapproval at the meeting.
- Section 2. Duties of Membership shall also include attendance by each member each summer at least one work party for each lot assigned to that person. A work party contribution is defined as equal to four (4) hours per lot. Failure to do so may mean loss of a garden lot.
- Section 3. Rights and privileges of membership are non-assignable.
- Section 4. Members shall be notified in advance of meeting dates and agendas. Notification will be via email messages or by U.S. Postal Service for those members not having email access. All references to "mail" below include both means of communication.

### ARTICLE III

#### Governing Guidelines

- Section 1. General management of the Association shall be vested in the Board of Directors, who shall be elected as provided in, Article V, Section 1 of these Bylaws. The number of Directors shall not be less than three or more than six.
- Section 2. Officers of the Association shall consist of President, Vice President, Secretary, and Treasurer selected from the Board of Directors as provided in Article V, Section 3 of these Bylaws.

Section 3. The President shall be member, ex officio, of all committees.

## ARTICLE IV

### Meetings

Section 1. The annual meeting of members of the Association shall be held the first Tuesday of March of each year. Notice of the time and place of the annual meeting shall be mailed to each member ten days prior to that date.

Section 2. Special meetings may be called on the initiative of the President, or upon written request of not less than five members. Notice of member meetings shall be mailed to each member at least ten days prior to the meeting.

Section 3. Each registered member shall have one vote. At all meetings, twenty members in good standing will constitute a quorum. Meetings may be rescheduled by the presiding officer in order to secure a quorum for ballot issues.

Section 4. Order of business may be as follows:

A. Minutes of prior meeting for information and approval

B. Reports of Officers

C. Reports of committees

D. Election of Directors at annual meeting

E. Unfinished business

F. New business

G. Reading and Approval of minutes of meeting just held, if requested

Section 5. Meetings of the Board of Directors are held the first Tuesday of each month except March shall be called by the President, or by the Secretary upon request of any two members of the Board.

Section 6. Majority of the Board of Directors shall constitute a quorum.

Section 7. Robert's Rules of Order shall be the governing guide for all meetings.

## ARTICLE V

### Election of Officers and Directors

Section 1. The Board of Directors shall consist of the Officers (Article III) and on At Large Director.

Section 2. Directors of the Association shall be elected at the annual meeting. Each active member in good standing shall be entitled to one vote for each Director to be elected. The candidate receiving a majority of the votes cast shall be declared elected.

Section 3. Elections of Officers to be replaced shall be on alternate years. Election of President and Secretary are to be for two years and shall take place on even numbered years. Election of Vice-President and Treasurer are to be for two years and shall take place on odd numbered years. Other Board Members will be as follows:

Board Member At-Large will be elected for one year.

Section 4. Members of the Association will be allowed one vote each for the election of officers and is qualified to run for office after being a member for one year and is in good standing as a Member of the Association. A registered Member may conduct business at the Association meetings, i.e.; make motions, second motions, or speak from the floor when by the Chair.

#### ARTICLE VI Vacancies in Office

If a vacancy occurs among the Board of Directors, that vacancy will be filled immediately by the officers and will finish the term of office of that position.

#### ARTICLE VII Duties of Officers

- Section 1. **PRESIDENT:** The President shall preside at all meetings of the Association and of the Board of Directors and shall appoint such committees as he or the Association shall consider expedient or necessary.  
b) The President has the ability to sign checks in case of absence of the Treasurer, and also retain a key to the P.O. Box.
- Section 2. **VICE PRESIDENT:** In the absence of the President, the Vice President shall perform he/her duties, and in the absence of both officers, the Treasurer shall preside. The Vice President is responsible for interviewing applicants for garden lots, ad deciding eligibility for membership. All applicant and new member names are then passed along to the Board. Membership fees are remitted to the Treasurer. A membership card is the receipt for membership fees.  
a) A second P.O. Box key is issued to the VP.
- Section 3. **SECRETARY:** The secretary shall keep the minutes of all meetings of the Association and of the Board of Directors, and shall, if requested, read such minutes of the close of each meeting for approval. The Secretary shall mail out all notices for meetings of the Association.
- Section 4. **TREASURER:** The Treasurer shall keep accurate accounts and collect all application fees, dues, and charges from the members and perform such other duties as may be required by the Board of Directors. The Treasurer shall have charge of all receipts and disbursements of the Association as authorized by the Board of Directors. Transactions shall be made in the name of the Association through a bank approved by the Board of Directors. Checks and withdrawals shall be instrumented by two signatures of Board of Directors as named on the Association account. The Treasurer shall keep regular and accurate accounts of receipts and disbursements for submission at regular meetings or upon request by the Board. The Treasurer shall keep a record of membership.

ARTICLE VIII  
Scope of Board of Directors

- Section 1. It is the Board of Directors responsibility and duty to uphold the mission of the Association.
- Section 2. An Audit Committee will be a Standing Committee by appointment of the President at the Annual Spring Meeting of the Association.  
The Audit Committee shall choose the Chair of that committee.  
The Audit Committee will meet quarterly or as deemed necessary.  
The Audit Committee will review the financial records, Bank Statements and expenditures, making a report to the officers after each quarter with an Annual Report to the members at the Annual Spring Meeting.
- Section 3. The Board of Directors may make rules for the conduct of the members and the use of the Association property, with the duty to fix penalty for violation of those Bylaws or Rules. The Board may designate one of its members to discuss violations with the offending individual before formal action is taken. If a problem continues, a letter of removal is to be sent by the Secretary. Association members have a right to appeal a decision before the entire Board.
- Section 4. The Board of Directors may appoint committees, vote the expenditure of moneys, contract for, lease or purchase in the name of the Association, and pursue negotiations to the advantage of the Association.
- Section 5. Notification of available facilities and equipment for use of the membership shall be made to all members on an annual basis.
- Section 6. The Board of Directors shall not impose any liability or levy any assessment upon the members, other than annual dues or donations.

ARTICLE IX  
Compensation of Directors and Officers

Neither officer, directors, nor members shall receive any salary or compensation for services rendered to the Association.

ARTICLE X  
Application Fees and Dues

- Section 1. All renewal applications by persons for membership shall be accompanied by the current Annual Dues and shall become the property of the Association upon acceptance.
- Section 2. Annual Dues shall be on a calendar year basis, being set by the Board of Directors by January of each year. Notification of this levy will be mailed to all members in good standing two months prior to the annual meeting.
- Section 3. Annual Dues shall be payable by all members by the annual meeting of each year, payable to the Gladstone Gardening Association by cash or check.

- Section 4. Any member whose dues are unpaid by the annual meeting of any year shall lose all privileges of membership in the Association. Reapplication will be necessary and taken in order by date.
- Section 5. Partial Lots: Those lots that are so-called "Free Lots" will have a lesser dues charge on a pro-rata basis. These lots will be identified and the Board will notify those Members.

## ARTICLE XI Rules and Regulations

- Section 1. Rules and Responsibilities of conduct and a copy of the Bylaws will be given or mailed to each member each year. The Rules and Responsibilities shall be authenticated or changed as deemed advisable, annually, presented by the Board of Directors to the Membership and voted on accordingly.
- Section 2. Only Association members and their immediate family shall have use of designated lots as well as facilities owned, leased or contracted for by the Association.
- Section 3. Any member whose conduct, while using the properties or facilities owned, leased, or contracted for by the Association, shall, in the opinion of the Board of Directors of the Association, be considered in violation of the Rules and Responsibilities or detrimental to the welfare of the Association may be expelled from membership by a vote of two-thirds of the entire Board after due notice to such member, and giving that member an opportunity to be heard at the following Board meeting.

## ARTICLE XII Notices

All notices to members shall be mailed to addresses as given on the applications or annual notices of dues of record of the Association. Such mailing shall constitute presumptive evidence of service.

## ARTICLE XIII Amendments

These Bylaws may be amended only by a majority vote of the members present at a regular or special meeting of the Association, provided notice of the purpose of the proposed amendment has been stated in the call for the meeting.