

BY-LAWS

SIMI AT THE GARDEN, INC.

A California Non-profit Public Benefit Corporation

Revised 1/10/2024

Voted and Approved by the Board

On 1/10/ 2024

**BY-LAWS
OF
SIMI AT THE GARDEN, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

1. The name of this corporation shall be Simi at The Garden, Inc., also known as the Simi Valley Community Garden. The corporation may carry out its purposes, as described below, under any other name or names that may be approved from time to time by Board of Directors.
2. The principal office for the transaction of the business of the corporation (“principal executive office”) is located at 1636 Sinaloa Road, Simi Valley, CA 93065.
3. Objectives and Purpose: The primary purpose of Simi at The Garden, Inc. is to provide plots of land to individuals, groups and families on which to grow flowers, fruit, vegetables and herbs, to operate a non-commercial community garden for recreational, social, health, educational, humanitarian, supportive services and essential needs for its members and for local and regional community, to operate outreach and supportive service programs to area humanitarian groups and organizations, as well as other community groups, and to conduct ongoing educational and community service programs. Simi at the Garden also provides donation of excess food to local food banks. To accomplish these purposes, the corporation may receive, hold and disburse gifts, bequests, devices and other funds which are deemed necessary for these purposes; and to enter into, make and perform and carry out contracts of any kind for the aforementioned lawful purposes without limit as to amount.
4. Non-partisan Activities: This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be non-profit and non-partisan.
5. Dedication of Assets: The properties and assets of this non-profit corporation are irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable and/or educational purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).
6. Membership and Membership Fees: Membership is open to all persons over 18 years of age. Local residents will be in a first position for rental in the Simi Valley Community Garden when there is a shortage of available plots.

All new members and all renewals are subject to approval by the Board of Directors and such rules and regulations for membership as may be promoted by the Board and must be members in good standing.

The amount of the dues will be determined annually by the Board of Directors based on expected expenses for the coming year, which may be adjusted in accordance with any increase in rent upon 30 day's-notice. Dues are to be paid annually on or before February 1st.

Membership is defined by plot ownership and is defined as one membership per plot. A member in good standing is defined as a member who is paid up in plot fees and maintains their plot according to the Rules and Regulations and mandatory workday fines.

7. Termination of Members: Upon a member ceasing to meet the eligibility criteria for membership set forth herein, that membership shall terminate and the annual fee shall be retained by the Corporation. Any member may also be terminated by the Board of Directors for cause. Such cause shall include but not be limited to: failure to comply with the Corporation's Rules and Regulations and Application for Membership; conduct detrimental to the stated purposes and goals of the corporation or detrimental to garden member(s); or for failure to pay such fees as may be required by the Board of Directors. Any physical or verbal behavior that is aggressive, intimidating, threatening, harassing or violent in any way shall be grounds for immediate termination.

8. Procedure for Termination: Should the Board of Directors determine that termination of a member or members is called for, the following procedure shall be followed, except that for failure to pay fees, only the provisions of the below need be followed:

- (a) A written notice shall be delivered electronically (via email), and posted at the plot, setting forth the proposed grounds for termination. Such notice shall be sent at least fifteen (15) days before the date upon which the Board proposes to act upon the termination. The notice to the member of this meeting shall state the date, time and place of the meeting and shall be posted at the member's plot.

9. Transfer of Membership: No member may sublease or transfer a membership or any rights arising from it. All rights of membership cease on the member's death, departure or termination.

10. Voluntary Termination: Members shall give written notice of voluntary termination of membership to the Board of Directors including date effective. Annual plot fees are non-refundable in this instance.

11. Meetings of Members: Meetings of the membership shall be held at the principal executive office of the corporation. The meeting notices and agendas shall be posted at the kiosk 72 hours prior to the meeting.

12. The annual meeting of members shall be held in February to elect Officers. The members shall be notified via email. The purpose of the annual meeting is to notify members of any changes made to the garden operations, new rules and regulations, and discuss any issues and concerns. The meeting notice and agenda shall be posted at the kiosk 72 hours prior to the meeting.

13. Monthly meetings: Monthly Board meetings will be held on the second Wednesday of each month. The meeting is open to All Members and shall be posted on the calendar at the kiosk.

14. Special Meetings: The persons who may call a special meeting at any time are: The Board of Directors, or the President. The notice of meeting and the agenda shall be posted at the kiosk.

(a) Meetings Called by Members. If a special meeting is called by members other than the Board, twenty-five (25%) percent or more of the members can call a special meeting, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered via email to the President and Vice President of the corporation. The officers receiving the request shall cause notice to be promptly given to the members entitled to vote and the date for such meeting, which date shall be not less than 30 days following the receipt of the request.

15. Notice of Meetings - General Notice Contents. All notices of any meetings to members shall be posted at the kiosk 72 hours prior to the meeting including the agenda. The notice shall specify the place, date and hour of the meeting, and include the standard agenda:

- Review and approval of Minutes
- Financial update
- Approval of New Members
- Review of Plots, Correction Notices sent to members
- Free Farmers Market date and update
- Old Business – update of last month’s agenda (if any)
- New Business – Any dues increase
- Board members’ concerns

16. Voting: Eligibility to Vote. Persons entitled to vote at any meeting of members shall be voting members in good standing. “Good Standing” is defined as following the Rules

and Regulations and being clear of all debt to the organization. Voting members are entitled to have one vote per plot.

17. Quorum: A quorum is defined as a majority of the members. A quorum of the Board is defined as a majority of the Board.

18. Manner of Casting Votes. Voting may be by ballot or by proxy. If someone is voting by proxy, they must request a proxy ballot from the President and Vice President, and must fill it out and return it to the President and Vice President prior to the meeting. Cumulative voting shall not be permitted.

If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, except as otherwise specified by law or these By-Laws.

19. Proxies: Right of members. Every member entitled to vote shall have the right to do so either in person or by one or more persons authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A validly executed proxy shall continue in full force and effect only for that specific meeting.

20. Nominations, Elections and Terms: A nominating committee of three (3) members and one (1) alternate shall be appointed in January. A chairperson shall be appointed by the committee, and will appoint two (2) tellers consisting of garden members to assist at the Annual Meeting, if needed.

(a) The Nominating Committee shall meet and select a nominee for each elective committee office. Members will be notified of the nominations via email;

(b) Following the report of the Nominating Committee, nominations shall be invited from the floor at the Annual Membership Meeting the last Thursday of February. A nominee for an elected officer position must have been an ACTIVE MEMBER for at least one (1) year and have given his/her consent to serve and fulfill the duties of the office, if elected; and

(c) Nominees for any officer position must have served on the Board of Directors for at least one (1) year, and will be nominated and voted upon by the Members at the annual meeting.

21. Length of Office: No member shall hold more than one (1) office at a time. Term of each executive offices are two (2) years each. The officers shall be elected on alternating years as follows: President and Secretary shall be elected in the same year, and the Vice President and the Treasurer will be elected the following year.

22. Election: Officers shall be elected by the Board at the Annual Meeting. Voting shall be by ballot except when there is only one (1) nominee. A majority vote shall elect.

Two (2) tellers shall be appointed by the Board prior to the Annual Meeting, if needed, to count the votes.

Officers, Board Positions and Descriptions

23. President. The President signs all legal documents. The President supervises employees, volunteers and coordinates activities of the Garden. The President is the official representative for the Garden. The President presides over all Board and Membership Meetings, and shall have other powers and duties as determined by the Board of Directors.

24. Vice President. The Vice President acts as the President's understudy and is second in command. The Vice President takes over the office of President if that office is vacated for any reason. The Vice President also presides at meetings when the President is unable to attend or when the President must step down from the chair because he or she wishes to debate an issue. The Vice President also presides if the President is being censured or if a motion is being made which concerns only the President. The Vice President shall fulfill the obligations of the President, and performs all duties of the President when the President is unavailable or unable to do so. The Vice President performs other executive duties determined by the Board of Directors.

25. Secretary. The Secretary is responsible for keeping all the records of the organization on file, including the By-Laws, Rules and Regulations, correspondence, and minutes. The Secretary keeps the By-Laws and other governing documents up-to-date with any changes made through the amendment process. The Secretary takes minutes at all business, board, and membership meetings and will be sent via email to all board members for corrections and approval. The Secretary shall report on the prior month's minutes and have them approved at the following meeting. The Secretary shall also be subject to other duties at the discretion of the Board. The Secretary presides at meetings in which the President and Vice President are absent or until the assembly elects a temporary chairman.

26. Treasurer: The Treasurer is accountable for keeping accurate accounting records and grant records of money spent and existing balances. The Treasurer's duties also include: receiving and depositing dues into the organizations bank account; paying the organization's bills upon receipt; giving a report at the board meetings; keeping records that will allow a committee to audit the books at the end of the fiscal year; balancing and reconciling the checking account monthly. The Treasurer is responsible for preparing an annual budget and present it to the Board for Approval by December 31st. The Treasurer

presides at meetings in which the President, Vice President, and Secretary are absent or until the assembly elects a temporary chairman.

The Officers shall serve as Directors and their duties are as follows:

27. The Board shall consist of minimum of 7 members, 3 of which are members-at-large. The Board of Directors are responsible for ensuring that the organization is complying with all laws, by-laws and regulations, and for ensuring that the organization is operating ethically and with integrity.

Finally, the Board of Directors is responsible for ensuring that the organization is fulfilling its mission and achieving its goals. The board is responsible for setting the organization's mission, vision, and values, and for ensuring that the organization is making progress towards achieving its goals.

The board is responsible for setting the organization's strategic direction and ensuring that the organization has the necessary resources to achieve its goals. They are responsible for overseeing the organization's strategy, finances, and operations.

28. Construction and Definitions: Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these By-Laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

29. Amendments: The By-Laws and Standing Rules may be amended at any Board Meeting, subject to ratification of the amendments by the Board of Directors

CERTIFICATION OF THE ADOPTION OF THE BY-LAWS

The undersigned, Secretary of the Board, hereby certifies that the foregoing is a true and correct copy of the By-Laws adopted as of 1/10/2024 by the Board of Directors of the Corporation.

Cari Spencer

Cari Spencer

Secretary, Simi at The Garden, Inc.