

# BYLAWS

of the

## BYTOWN URBAN GARDEN (“BUGs GARDEN”)

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### ARTICLE I

#### PURPOSES OF THE ORGANIZATION

##### Section 1. Name

The Organization shall be known as The Bytown Urban Community Garden (“BUGs Community Garden”).

##### Section 2. Purpose and Mandate

BUGs Community Garden is organized:

The purpose of BUGs is to promote urban community gardening as a means of addressing four (4) interconnected goals:

- a. **Providing geographically accessible gardening space** for downtown residents, especially those without cars and/or those with low income.
- b. **Raising awareness and addressing urban and global environmental issues** like protecting green space and plant biodiversity ; reducing the application of artificial fertilizers, pesticides and herbicides; and the need for water-efficient gardening and compost techniques.
- c. **Promoting food security for urban residents** as defined by the Ontario Public Health Association as economic access to food, nutrition and ecological sustainability.
- d. **Mobilizing residents to work for community development.**
- e. **Providing therapeutic and educational gardening opportunities for local institutions.**

##### Section 3. Property.

All property received and/or leased to BUGs shall be used exclusively to promote, carry on and further the activities, objects and purposes set forth in Article 1, Section 2, above. BUGs will respect any leasing conditions placed upon them.

## ARTICLE II

### MEMBERS

#### Section 1. Admission to Membership.

Membership shall be open to all persons who have been assigned a plot in the BUGs garden. This applies to new and returning members. Membership is also extended to volunteers who work on Bugs initiated projects on a regular basis for example compost, looking after flowers or the herb plot. The above is subject to compliance with the garden covenant and signing the City of Ottawa Disclaimer of Liability form.

#### Section 2. Voting Rights.

At any regular and Annual General meeting each member present in person or by proxy (one proxy per person, per issue, per meeting, in writing) shall be entitled to one vote. Upon demand by any member, voting on any question shall be by secret ballot. An up-to-date list or record of members entitled to vote shall be kept by the Secretary and shall be available at all membership meetings.

#### Section 3. Annual General Meetings.

The Annual General meeting of BUGs shall be held during June of each year at such date, time and place, as the Steering Committee shall designate. Written invitation of the time, date, and place of holding such annual meetings shall be given by mail to each member, not less than ten nor more than fifty days before each meeting.

#### Section 4. Regular Meetings.

Monthly meetings of the members may be scheduled by the Steering Committee as needed. Written notice of the time, date, and place of such meetings shall be given to every member by mail, e-mail or in person, not less than seven nor more than fifty days before such meetings.

#### Section 5. Special Meetings.

Special meetings of the Steering Committee members may be held upon the call of any three (3) members of the Steering Committee or upon the call of one-tenth of the members in collaboration with the Steering Committee. Written notice of the time, date, and place of such meetings shall be given to every member by mail, e-mail, telephone, posted in the garden, or in person, not less than ten nor more than fifty days before such meetings.

#### Section 6. Quorum, Adjournments of Meetings.

At all regular meetings a majority of the Steering Committee present in person or by proxy shall constitute a quorum for the transaction of business. In the absence of a quorum, the members so present or represented shall adjourn the meeting.

Section 7. Action by Vote.

Except as indicated elsewhere in these bylaws, a majority of the votes cast in person or by proxy at any regular meeting, where a quorum is present, shall be sufficient to authorize any action of the members, and a plurality of the votes cast in person or by proxy at any membership meeting where a quorum is present, shall be sufficient to elect Steering Committee members.

Section 8. Organization.

The Steering Committee shall consist of BUGs Garden members occupying the following seven positions: (a) Coordinator; (b) Treasurer; (c) Secretary; (d) Membership Officer; (e) Public Relations Officer; and (f) two members at large. Steering Committee Members shall be elected from BUGs membership at large. At the BUGs Annual General Meeting, the Steering Committee shall appoint two (2) members from the BUGs membership at large to the following positions: (a) compost coordinator; (b) food bank plot coordinator, and (c) herb plot coordinator. Pursuant to Article III, Section 11, other subcommittees can be struck by the Steering committee as required.

The coordinator and the treasurer are the sole signing authorities for BUGS in all of the organization's budgetary matters.

ARTICLE III

STEERING COMMITTEE

Section 1. Number, Qualifications, Election and Term of Office.

The Steering Committee shall consist of seven (7) members. The Steering Committee members shall be elected for a one-year term, and shall continue in office until his/her successor shall have been elected or until his/her death, resignation, or removal. Any Steering Committee member may be removed, with cause, at a general membership meeting, by a vote of two-thirds of all responding general membership. All members of the Steering Committee must be at least 18 years of age. Steering Committee membership shall be limited to two consecutive one-year terms. A Steering Committee member may, however, petition to run for additional terms. A waiver of the term limit may be granted by unanimous secret balloting of the remaining Steering Committee members. This vote shall be taken prior to the Annual General meeting.

Section 2. Vacancies.

In the case of any vacancy in the Steering Committee from any cause, including the death, resignation, or removal of any member or the authorization of an increase in the number of committee members, a new member must be elected to fill such a vacancy by the Steering Committee. The new member submit their nomination at either the Annual General meeting, or any meeting convened for the purpose of filling a Steering Committee vacancy. The term of the vacating Steering Committee member being filled is for one year.

Section 3. Responsibilities.

The Steering Committee shall have general responsibility to manage and control the affairs and property of all the BUGs Garden. The Steering Committee shall have full power, by majority vote, to adopt rules and regulations governing its basic purpose and mandate. The Steering Committee shall have full and complete authority with respect to the distribution and payment of the monies received by BUGs only for the fundamental and basic purposes of the BUGs.

Section 4. Regular Meetings.

Regular meetings of the Steering Committee may be held at such place and time as the Steering Committee may determine.

Section 5. Special Meetings; Notice.

Special meetings of the Steering Committee may be held at any time and place upon the call of any two Steering Committee members. Notice of the time, place and purpose of every special meeting of the Steering Committee shall be given to each Steering Committee member in person, by mail, by e-mail, or by telephone, at least three (3) days before the meeting.

Section 6. Quorum.

Four (4) Steering Committee members shall constitute a quorum for the transaction of business.

Section 7. Action of the Steering Committee.

Except as indicated elsewhere in these bylaws, a majority of the votes cast at any regular meeting, where a quorum is present, shall be sufficient to authorize any action of the Steering Committee provided that the purchase, sale, mortgage, or lease of real property shall be authorized by a two-thirds vote of the entire Steering Committee. The Steering Committee shall act only as a body and the individual members shall have no power as such nor shall they be held responsible individually for the Steering Committee's actions.

Section 8. Action Without Meeting; Presence at Meetings.

Any action required or permitted to be taken by the Steering Committee or subcommittee of the Steering Committee may be taken without a meeting of all members of the Steering Committee or subcommittee of the Steering Committee with consent in writing to the adoption of a resolution authorizing the action. Such unanimous consent shall be filed with the minutes of the next Steering Committee meeting.

Section 9. Organization.

The Coordinator shall preside at all meetings of the Steering Committee or, in the absence of the Coordinator, a Steering Committee member shall be designated by the Steering Committee to preside for that meeting.

Section 10. Annual Report of Members of the Steering Committee.

At the Annual General meeting the Steering Committee shall present a report showing in appropriate detail the following:

1. the assets and liabilities of BUGs as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting;
2. the principal changes in assets and liabilities during said fiscal period;
3. the revenues or receipts of the Garden, both unrestricted and restricted to particular purposes, during said fiscal period;
4. the expenses or disbursements of BUGs, for both general and restricted purposes, during said fiscal period;
5. the number of members of the Garden as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names of the current members may be found.

The Annual Report of the Steering Committee shall be filed with the records of the Garden and either a copy or any abstract thereof entered in the minutes of the proceedings of the annual garden meeting.

Section 11. Subcommittees.

The Steering Committee, by vote of the majority of the entire Steering Committee, may designate from its members subcommittees, each consisting of three (3) or more BUGs members. Each such subcommittee shall serve at the pleasure of the Steering Committee, and to the extent provided by the Steering Committee. Other subcommittees can be struck by the Steering Committee as required.

ARTICLE IV

Members of the Steering Committee

Section 1. Number and Qualifications.

The officers of the Steering Committee shall be seven (7): a Coordinator, a Treasurer, a Secretary, a Membership Officer, a Public Relations Officer, and, if need be, two other general officer positions. Steering Committee members shall be elected from BUGs membership at large. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office.

Nomination of the Steering Committee shall occur prior to and at the Annual General meeting. At the Annual General meeting, the general members shall elect a Coordinator, a Treasurer, a Secretary, a Membership Officer, a Public Relations Officer, and if need be, two (2) or more members at large. Each is to serve for one year and these elected officers will form the Executive Committee of the BUGs.

Section 3. Removal; Resignation.

Any officer of the Steering Committee may be removed, with cause, by a vote of two-thirds (2/3) of the Steering Committee members present at a special meeting called for that purpose. (See Article III, Section 5). Any officer of the Steering Committee may resign at any time by giving written notice to the Steering Committee. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies.

In case of any vacancy in any office from any cause, including the death, resignation, or removal of any officer or the authorization of a new office, a new officer must be elected to fill such a vacancy by the Steering Committee.

ARTICLE V

COMPENSATION

No member of BUGs shall receive any money from the Garden or any pecuniary profit from the operations thereof, except for expenses incurred in the performance of services subject to Steering Committee approval.

ARTICLE VI

CONTRACTS, CHEQUES, BANK ACCOUNTS

Section 1. Checks, Notes and Contracts.

Only the Coordinator and the Treasurer shall be authorized to sign, on the Garden's behalf, any bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, and documents. All cheques of the Garden must be signed by both of these two Steering Committee members.

Section 2. Amendments.

These bylaws may be amended by the vote of two-thirds (2/3) of the Steering Committee or by a majority of the members of the Garden (see Article III, Section 4, Regular Meetings). Members shall be notified within thirty (30) days of amendments.

**Process for enactment of the Bylaws of the BUGS Garden**

Enacted by a two-thirds (2/3) majority vote of all Garden Members present by vote or by proxy, at the March 2002 regular meeting.