



# Vegetable Project

Vegetable Project Corporation bylaws

Adopted by consensus of board of directors Oct. 21, 2015

The Vegetable Project Corporation is a not-for-profit corporation, organized under New York state law to build teaching gardens and teaching gardening programs in Albany, N.Y., thus creating hands-on learning opportunities with plants involving science, nutrition and other subjects. The corporation will raise funds and acquire and develop assets to produce and offer educational programming, often in partnership with local schools.

Notwithstanding any other provision in these bylaws, the Vegetable Project is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the “Internal Revenue Code”) and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

The mission of the Vegetable Project is to create hands-on learning opportunities for children in Albany with plants and especially plants that we eat, involving multiple fields, including science, nutrition, the environment, entrepreneurship, responsibility for the care of living things and taste really fresh food. Furthermore, the Vegetable Project is especially committed to reaching children with the greatest needs, and using supportive, trust-building measures to do so.

**Creating hands-on learning opportunities since 2009**

10 North Pine Avenue, Albany, NY 12203  
[thevegetableproject@gmail.com](mailto:thevegetableproject@gmail.com) – (518) 728-6799  
[www.vegetableproject.org](http://www.vegetableproject.org) – [www.facebook.com/vegetableproject](http://www.facebook.com/vegetableproject)

The corporation is led by a board of directors that may delegate operational – or day-to-day – roles and responsibilities, as enumerated in the Board of Directors Roles and Responsibilities section of this governing plan. The board, however, retains all ultimate responsibility for the organization.

#### Composition of board of directions

The Vegetable Project board will consist of five to nine members.

Incorporators of the Vegetable Project will serve as initial board members.

Board members will appoint new directors to the board, with a majority vote, either to fill vacancies or to expand membership up to nine.

A director may be removed for any cause by majority vote of sitting directors, excluding the director subject to removal vote.

#### Role and responsibility of the board of directors

The corporation's board of directors is responsible for leadership and direction of the organization, sustaining and building the organization's financial strength, determining whether to enter contractual relationships and fulfillment of contractual obligations (such as involving grant funding, insurance and acquisition of assets or other property), compliance with tax and other government-required reporting and maintenance of federal and state tax-exempt status once secured.

No part of the net earnings of the Vegetable Project shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other private person or entity, except that the corporation shall be authorized by its board of directors to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as described in these bylaws.

**Creating hands-on learning opportunities since 2009**

10 North Pine Avenue, Albany, NY 12203  
[thevegetableproject@gmail.com](mailto:thevegetableproject@gmail.com) – (518) 728-6799  
[www.vegetableproject.org](http://www.vegetableproject.org) – [www.facebook.com/vegetableproject](http://www.facebook.com/vegetableproject)

## Board functioning

A vote by a majority of the sitting directors is required to adopt board resolutions. An equal number of votes for and against a resolution, in the event of an even number of votes cast, does not constitute a majority. The board will use Robert's Rules of Order in conducting its meetings.

Directors must abstain from board discussion about and voting on resolutions in which they have a personal interest in the outcome. If such potential conflicts are not identified by potentially affected directors, application of this conflict-of-interest measure may be determined by a majority of other directors.

Directors will choose among themselves by a majority vote a secretary, a treasurer and a leader of meetings. These positions may be held by a single member or two members or three members.

The secretary will record formal board decision-making, including decisions made about organizational governance, and organizational policies related to conflict of interest or financial matters, and programming. The board secretary will be responsible for conducting required corporate correspondence. The board secretary will make records and correspondences available to directors regularly and in response to director requests. The secretary will notify directors of scheduled board meetings.

The treasurer (or a non-board financial officer overseen by the treasurer) will record financial transactions, create and keep records showing revenues, expenses and net surplus or net shortfall (income statement or statement of financial activities) and assets, liabilities and net worth (balance sheet) on at least a quarterly basis. The treasurer will develop policies and procedures for receiving and disbursing funds and preparing tax filings.

The board may choose to employ and compensate a lead staff member, to whom management and operational decision-making authority could be delegated. The board

**Creating hands-on learning opportunities since 2009**

10 North Pine Avenue, Albany, NY 12203  
[thevegetableproject@gmail.com](mailto:thevegetableproject@gmail.com) – (518) 728-6799  
[www.vegetableproject.org](http://www.vegetableproject.org) – [www.facebook.com/vegetableproject](http://www.facebook.com/vegetableproject)

may, in addition, establish further charter or operating rule provisions. In addition, the board may establish rules or policies governing its own decision-making and oversight of activities and management.

The board may choose to establish other board officer or staff positions, such as a chairperson or an executive director.

The board will meet at least once annually within 15 days of the anniversary of acceptance of incorporation by New York state Department of State. The secretary will determine the date and location of the annual meeting and notify other directors of it at least 15 days before the meeting. The secretary will arrange additional meetings if requested by two or more directors and notify members at least seven days before the meeting.

#### Other issues

Amendment of these bylaws requires a super majority vote, consisting of four directors on a five-member board, six directors of a seven-member board or six directors of a nine-member board.

The corporation will use a calendar year for the purpose of financial record keeping.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), and the corporation shall not participate or intervene in (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after payment of necessary expenses and satisfaction of all liabilities be distributed upon approval of a justice of the Supreme Court of the State of New York to

**Creating hands-on learning opportunities since 2009**

10 North Pine Avenue, Albany, NY 12203  
[thevegetableproject@gmail.com](mailto:thevegetableproject@gmail.com) – (518) 728-6799  
[www.vegetableproject.org](http://www.vegetableproject.org) – [www.facebook.com/vegetableproject](http://www.facebook.com/vegetableproject)

another organization exempt under Section 501(c)(3) of the Internal Revenue Code or to the Federal government, or state or local government for a public purpose.

**Creating hands-on learning opportunities since 2009**

10 North Pine Avenue, Albany, NY 12203  
[thevegetableproject@gmail.com](mailto:thevegetableproject@gmail.com) – (518) 728-6799  
[www.vegetableproject.org](http://www.vegetableproject.org) – [www.facebook.com/vegetableproject](http://www.facebook.com/vegetableproject)