

# CONSTITUTION

## THE BROOKLYN QUEENS LAND TRUST

### ARTICLE I

#### INTRODUCTION, HISTORY, MISSION STATEMENT, HIERARCHY

Section 1. Introduction. The Brooklyn Queens Land Trust (BQLT) was incorporated on March 11, 2004 as a 501 (c) 3 corporation. It held its first organization meeting on April 24, 2004. On December 23, 2011 BQLT became the owner of 32 community gardens – 26 in Brooklyn and 6 in Queens. On December 23, 2013, BQLT became the owner of another community garden in Queens. On February 2, 2015, BQLT became the owner of another community garden in Brooklyn. BQLT is a membership organization and is unique in that its Board of Directors is made up of a majority of gardeners.

#### Section 2. History.

The 32 Brooklyn Queens community gardens, all under the City's GreenThumb gardening program, were saved from the auction after The Trust for Public Land ("TPL"), a nonprofit, land conservation organization, reached an agreement with the City to purchase the properties for permanent preservation as public, open space. The 33rd community garden was saved from foreclosure sale through the efforts of BQLT and the Merrick Marsden Neighborhood Association. The 1100 Block Bergen Street Association, Inc. garden in Brooklyn became the 34th community garden saved as a permanent open space by BQLT.

The members of the 34 gardens represent an extraordinary group of racially, culturally and economically diverse people. All of the BQLT gardeners, despite this diversity, share a common bond that runs across artificial borders separating neighborhoods and communities: the recognition of the worth of public, open spaces, especially community gardens, to improving the quality of city life.

Soon after the crisis of the auction had passed, the work began with TPL of organizing the members of all gardens to form the BQLT.

A uniquely dedicated, core group of garden leaders, demonstrating extraordinary patience and perseverance, worked with TPL and took on the principal responsibility as volunteers of forming the BQLT. This was accomplished with the establishment of a number of working groups, created during different times in the land trust formation period.

### Section 3. Mission Statement.

Community gardens are an important physical, ecological and economic resource to the City of New York. Community gardening strengthens our communities, enhances our lives and provides recreational opportunities and beauty to city neighborhoods.

The Mission of the BQLT is to:

- Ensure the conservation and preservation of open space in perpetuity, for the benefit of the general public, and
- Act as steward of the open space properties that BQLT owns, and
- Establish a community of gardeners in New York city to:
  - Educate and inspire people of all ages to become successful and environmentally responsible gardeners;
  - Support community involvement in community gardening, neighborhood beautification and open space enhancement through activities and programs; and
  - Promote the interests of community gardens.

### Section 4: Hierarchy: Legal Structure.

The basic legal structure of The Brooklyn Queens Land Trust is as follows:

- 1) A nonprofit, tax-exempt, charitable corporation under New York State law;
- 2) An urban land trust responsible for owning private properties for public use that are protected from development;
- 3) A membership organization in which each community garden (and other public, open spaces) owned by the BQLT is part of the Membership; and
- 4) A corporation with “perpetual duration” that is intended to continue protecting community gardens and other public, open spaces for the use and enjoyment of the public for generations to come.

Board of Directors: This group shall be no less than nine (9) directors and no more than fifteen (15) directors, with a majority of the Board consisting of Gardeners from the Member Gardens. The Board of Directors is elected by the Membership Body and has the principal responsibility for the leadership and management of BQLT.

The President of BQLT will have the power to sign and execute in the name of BQLT all contracts, deeds, leases, bonds, licenses, notes and other legal documents authorized by the Board of Directors, except as the Board may otherwise determine. The President of BQLT will have general supervision over the affairs of the BQLT and will keep the Membership Body and the entire Board of Directors fully informed about the activities of BQLT.

Membership Body: This group is made up of Representatives (and Alternates) with one vote per Member Garden. The Membership Body, among other powers, elects BQLT's Board of Directors and its Officers; approves the Annual Budget by a majority vote of the Membership Body present; Adopt, revise, or repeal the Bylaws of BQLT by a vote of 60% of the Membership Body present at its Annual or Special Meetings.

Member Gardens: Each community garden or other property owned by BQLT is a Member Garden. A Member Garden has a volunteer Garden Group that serves as the leadership and management of the open space. The number of Member Gardens can increase as BQLT becomes the owner of additional gardens including other open space properties.

Garden Group: Each Member Garden in the BQLT should be operated by at least 10 volunteers, or a not for profit organization (Gardeners). Each group of Gardeners (Garden Group) has the right to vote for a Garden Representative and Alternate to the BQLT Membership Body as long as the Member Garden is a Member in Good Standing as defined in Article II, Section 1, below.

## **ARTICLE II MEMBERS**

### Section 1. Membership.

Each community garden, park, playground, or other open space that has a volunteer neighborhood group or other nonprofit responsible for the management of the space and is owned by the BQLT ("Member Garden") shall have the powers, rights, and responsibilities of a member pursuant to Article 6 of New York Not-for-Profit Corporation Law, so long as the Member Garden is also in Good Standing.

Each Member Garden is operated by volunteers or a not for profit organization (Gardeners). Each group of Gardeners (Garden Group) democratically elects a Gardener to act as agent of their Garden (Representative) and one Alternate Representative to assume the rights and responsibilities of the Representative should the Representative fail or otherwise be unable to act as a Representative. For the avoidance of doubt, individual Gardeners are not voting members of BQLT, unless he/she has been elected as a Representative or Alternate Representative. Gardeners may only vote for one Representative and one Alternate Representative per Garden Group. It is the Member Garden's Representative (or Alternate) who has the right to vote within the Membership Body.

The following requirements must be met in order for a Member Garden to be considered a Member in Good Standing.

1. Comply with the Bylaws, Constitution, policies and rules of BQLT.
2. Sign in a timely manner and follow the Garden License Agreement.

3. Attend and actively participate in meetings of BQLT, including the annual, committee, and special meetings.
4. Keep the Member Garden property, including the sidewalk, clean and safe for public use (major repairs to the property and sidewalk are the responsibility of BQLT).
5. Maintain hours when the garden gates are unlocked and open for the general public to enter and visit the Member Garden provided the public complies with the posted garden rules for visitors. The days and times for open hours must be posted on a sign readable from the sidewalk. Open hours should be maintained on as regular a basis as is reasonably possible for volunteers.
6. Hold an event once each year to invite the public into the Member Garden.
7. Agree as a Garden Group to follow a written set of bylaws for the Member Garden that includes, at a minimum, principles and procedures related to the following:
  - i. Decision-making: Decisions about the Member Garden and how it is managed must be made by the Gardeners, who each have the right to vote, after the opportunity for free and open discussion;
  - ii. Membership: People can apply for and gain membership in the Member Garden if they qualify as members after meeting written standards set by the Garden Group including the agreement to follow the Bylaws and rules of the Member Garden and BQLT; and
  - iii. Meetings: Regular meetings of the Garden Group are scheduled in advance at regular days, times and locations with a written agenda. The public may attend garden meetings when the meetings are held in the Member Garden or other public places provided (a) the rules of the garden are followed by visitors, (b) all people attending the meetings are respected, and (c) the meetings are not disrupted.
8. Treat with respect and dignity, and do not discriminate against, any person entering, visiting or using the Member Garden, or applying for membership in the Member Garden, regardless of race, creed, religion, color, ethnicity, health status, national origin, culture, sex, gender, age, income, place of residence, veteran's status, physical appearance, English proficiency, marital status, handicap or sexual orientation.
9. Provide each year, as needed, to the Secretary of BQLT, by a date to be set by the Board of Directors,
  - i. a copy of the Bylaws and rules of the Member Garden;
  - ii. a complete list of each Member Gardener's name and mailing address, and, as applicable, e-mail, fax, telephone and cell number; and
  - iii. A copy of the keys (or combinations to the locks) to all garden gates.
10. The Board of Directors of BQLT may establish a schedule of dues to be paid by

the Member Garden to the BQLT, as they deem appropriate. The Board of Directors of BQLT may establish such other criteria to be a Member in Good Standing into the BQLT.

Section 2. Meetings. The annual meeting of the Member Gardens (the "Annual Membership Meeting") for the election of the Directors and Officers and for the transaction of such other business as may come before the Member Gardens shall be held each year at a location in the Borough of Brooklyn or Queens, in the City of New York. The location will be determined by the Membership Body or, if not so determined, by the Board of Directors. The date for the Annual Membership Meeting will be set by the Board of Directors not more than sixty (60) days nor less than twenty (20) days before the close of the fiscal year. The Annual Membership Meeting should be held after the Annual Board Meeting.

Section 3. Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each Member Garden entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, by fax, via e-mail, or by personal delivery, not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 4. Quorum, Adjournments of Meetings. At all meetings of the Member Gardens, a majority of the Membership Body, present in person through a Representative or Alternate Representative, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Organization. The President of BQLT shall preside at all meetings. In the absence of the President, the Vice President, Treasurer or Secretary shall preside over the Membership Body meeting in that order of availability. If none of the Officers are available, then the Membership may elect a chair at the start of the meeting.

Section 6. Voting. At any meeting of the Membership Body, each Member Garden present, in person, shall be entitled to one vote (one-garden, one-vote). The election of all Board members must be by secret written ballot. In the case of a tie vote, a re-vote will be taken where a majority of the votes is required to take action. In the case of tie in a re- vote, the sitting President may cast the deciding vote.

In the event the Representative and/or the Alternate Representative is unable to attend a

Membership Body meeting where voting will take place, the Representative can authorize another Gardener from the Representative's Member Garden to vote on behalf of the Representative (Proxy). The Representative must provide written notice of the authorization and the name of the Proxy to the Secretary of the Board of Directors at least twenty-four (24) hours before a meeting. The Alternative Representative cannot authorize another to vote on his/her behalf. For the avoidance of doubt, the priority shall be Member Garden Representative, Alternate Representative, and then Proxy at a Membership Body meeting where voting will take place. The Proxy's authority to act as an agent for the Representative on behalf of the Member Garden will automatically terminate upon his/her vote.

At a meeting of the Membership Body where voting will take place, a list of the Representatives and Alternate Representatives and Proxies entitled to vote, certified by the Secretary or other officer designated by the Board of Directors, will be available to the person presiding at such meeting.

In addition, at any Membership Body Meeting where voting will take place, this list must be provided to a Representative upon request after giving written notice to the Secretary of the Board of Directors at least five (5) days before a meeting. The Secretary may, but is not required to, give the list to any Representative at the time of the meeting whether or not a request for the list is submitted in writing prior to the meeting.

Attendance of the Representative, Alternate Representative, and/or Proxy is a requirement to vote at any Membership Body meeting where voting will take place.

Section 7. Action by the Members. Except as otherwise provided by statute or by the BQLT by-laws, any corporate action authorized by a majority of the votes cast at a meeting of the Membership Body shall be the act of the Member Gardens. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Member Gardens. This section shall also apply to new garden acquisitions.

Section 8. Special Actions Requiring Vote of Members. The following corporate actions may not be taken without approval of the Member Gardens:

(a) a majority of the votes cast at a meeting of the Member Gardens is required for (1) any amendment of or change to the certificate of incorporation, or (2) a petition for judicial dissolution;

(b) two-thirds of the votes cast at a meeting of the Member Gardens is required for (1) disposing of all, or substantially all, of the assets of BQLT, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding; provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

## **ARTICLE III**

### **NOMINATIONS COMMITTEE**

#### **Section 1. Purpose**

The Nominations Committee will be responsible for assisting BQLT in choosing the Gardeners and Resource People to serve on the fifteen (15) member Board of Directors. The Committee will interview and evaluate people who are recommended by Gardeners, Member Gardens, and the Board, or who are up for re-election to the Board, and will also identify potential Board candidates on its own. The Nominations Committee will ultimately recommend to the Membership Body each year a proposed list of candidates for Gardeners and Resource People to fill any seats that are up for election to the Board. The Membership Body will then vote on the recommendations of the Nominations Committee.

#### **Section 2. Election of Committee**

There will be a total of seven (7) people serving on the Nominations Committee. Three (3) people will come from the Board of Directors and four (4) people will be Gardeners. The Membership Body will elect all seven (7) people on the Committee by majority vote at the Annual Membership Body Meeting. There will be a two (2) year term of service for all members of the Nominations Committee. If vacancies occur on the Committee between the Annual Meetings of the Membership Body, then the Board of Directors will fill the vacancies. The Nominations Committee will elect and the President will appoint said person as chairperson of the Nominations Committee. If a member of the Nominations Committee will be presented to the Committee as a candidate to be an Officer of the BQLT, that member must immediately resign from the Committee. The Board of Directors will fill the vacancy left by the resigning member of the Nominations Committee at the Annual Board Meeting held prior to the Annual Membership Body Meeting.

#### **Section 3. Procedure for Recommendation of Candidates**

Any Gardener, Garden Representative, Garden Group, Board Member, or community member may submit recommendations for candidates to the Nominations Committee to be evaluated and interviewed. BQLT shall also post a notice on the website and advertise for candidates to be evaluated and interviewed.

No later than January 15th, the Nominations Committee will send a notice to all Garden Representatives and the entire Board of Directors setting a schedule and deadlines to accept Nominations for consideration. Names and qualifications of candidates may be submitted for positions on the Board as Gardeners or Resource People or Officers.

A Garden Representative attending and voting at a Membership Body Meeting may not

nominate candidates “from the floor” during the meeting. All candidates must be presented in advance for consideration to the Nominations Committee.

#### Section 4. Qualification of Board Candidates

The Nominations Committee, as well as the BQLT as a whole, will work to fill seats on the Board of Directors keeping in mind the following principles:

- 1) Diversity: The need for Board members to reflect the diversity of the Gardeners and the communities where the Member Gardens are located.
- 2) Geography: The different neighborhoods and areas in Brooklyn and Queens where the Member Gardens are located should be represented on the Board
- 3) Resource People: Possess professional skills, talents, knowledge and experiences from diverse fields to assist the Board in leading and managing the BQLT.

#### Section 5. Additional requirements

Members of the Nominations Committee shall have a duty to disclose any conflicts of interest as specified in Article VII of the BQLT Bylaws, including, but not limited to, the duty to disclose any financial transactions or close relationships that result in inurement, impermissible private benefit or an excess benefit to the Nominations Committee Member. Members of the Nominations Committee shall have a duty to follow the Confidentiality Policy as specified in Article VIII of the BQLT Bylaws. Members of the Nominations Committee are required to sign and accept the BQLT Conflict of Interest and Confidentiality Policy statements prior to joining the Nominations Committee.

### **ARTICLE IV**

#### **OPERATIONS COMMITTEE**

Section 1. Purpose. The Operations Committee is comprised of a minimum of three (3) members of the Board of Directors and BQLT Garden Representatives. The Operations Committee Chair can be a Gardener or Board Member who is a Gardener at a Member Garden. The Operations Committee Chair cannot be a Board Member who is a Resource Person. The Operations Committee will elect and the President will appoint said person as chairperson of the Operations Committee. The Operations Committee should engage gardeners and community, identify and cultivate relationships, and create opportunities around the garden.

With the Garden Representatives, the Operations Committee shall:

- 1) Promote community involvement and volunteering;

- 2) Be a resource for gardens' infrastructure and horticultural needs;
- 3) Inform Garden Representatives of their responsibilities to remain in good standing (i.e. signing the garden license agreement; be familiar with BQLT Bylaws and Constitution; pay its dues; work with the committee on routine matters –managing water resources -- provide safety and security; inform garden groups with information gleaned; and inform the Operations Committee Chair of any problems in a timely manner such as encroachment on garden property, misuse of garden property, insurance claims or other matters that the garden group cannot solve). BQLT Bylaws and Constitution will be made available to all Garden Representatives; and
- 4) Inform Garden Representatives of BQLT's responsibilities to the gardens (i.e. adhere to the BQLT Bylaws and Constitution, responsibly manage the budget, and communicate that the Board of Directors is the group responsible for a well run organization).

Section 2. Communication with the BQLT Board. A designated board member or the Operations Committee Chair will keep the Board President and the Board of Directors informed of the Operations Committee matters.

Section 3. Procedures for Garden Issues and Problems. The Operations Committee is the first point for any garden issues and problems even though BQLT staff or another Board Member, might have received a call or e-mail. This committee will attempt to resolve any problems as a group. The Operations Committee must be informed at all times. The Operations Committee Chair, the Board President, and BQLT staff will review procedures periodically to ensure smooth communications.

If a problem involves encroachment or insurance claims or other matters that might become part of a legal action, the Operations Committee Chair and the Property Management Committee Chair will work together to bring it to a satisfactory conclusion. Both committees will keep the Board President and the Board of Directors informed.

If a problem emerges within a group of gardeners and the garden group fails to properly manage the garden situation, the Operations Committee will try to resolve the matter within the group. If this proves not possible the Operations Committee can refer to the Conflict Resolution procedure as outlined in Article VI of the BQLT Constitution for further action. If all remedies have been exhausted, the Operations Committee should refer the issue(s) up to the Board President and Board of Directors to address.

#### Section 4. Additional requirements

The Operations Committee Chair shall have a duty to disclose any conflicts of interest as specified in Article VII of the BQLT Bylaws, including, but not limited to, the duty to disclose

any financial transactions or close relationships that result in inurement, impermissible private benefit or an excess benefit to the Operations Committee Chair. The Operations Committee Chair shall have a duty to follow the Confidential Policy as specified in Article VIII of the BQLT Bylaws. The Operations Committee Chair is required to sign and accept the BQLT Conflict of Interest and Confidentiality Policy.

## **ARTICLE V OTHER COMMITTEES**

### **Section 1. Purpose**

Brooklyn Queens Land Trust encourages participation of Garden Representatives, Gardeners, Garden Groups and Member Gardens in other ad-hoc committees of Brooklyn Queens Land Trust as specified in Article IV, Section 2 of the BQLT Bylaws. The ad-hoc committees include, but are not limited to, the Events Committee, Grants Committee, and Communications Committee. The responsibilities for the members of the ad-hoc committees will be determined by the committee charter for each respective committee and under the direction of the BQLT President.

### **Section 2. Additional requirements**

Ad-hoc Committee members should use best efforts to disclose any conflicts of interest as specified in Article VII of the BQLT Bylaws and Confidential Policy as specified in Article VIII of the BQLT Bylaws. The BQLT President in conference with ad-hoc committee chair will determine whether or not committee members are required to sign and accept the BQLT Conflict of Interest and Confidentiality Policy.

## **ARTICLE VI CONFLICT RESOLUTION PROCEDURE**

Section 1. A strong BQLT will be able to protect and preserve the Member Gardens. To that end the Gardeners need to work together to:

- 1) PARTICIPATE ACTIVELY in leading and managing BQLT by attending and taking part in meetings of the Board of Directors and committees.
- 2) COOPERATE FULLY in following the rules of BQLT, including promptly signing of the Garden License Agreement and becoming familiar with the BQLT Bylaws and Constitution.
- 3) RECRUIT AND WELCOME NEW MEMBERS. BQLT needs a firm foundation of a diverse group of supporters to keep the organization strong.

4) ENCOURAGE OPEN AND CONSTRUCTIVE COMMUNICATION among the Gardeners, Garden Representatives, BQLT staff, Board of Directors, and Committees.

5) BQLT ENCOURAGES THE GARDEN GROUP TO USE BEST EFFORTS TO DIRECTLY RESOLVE Gardener, Garden Representative, Garden Group, and/or community problems/complaints. Best efforts may include, but are not limited to, informal discussions; applying the Member Garden Bylaws or Member Garden rules and procedures; applying the Garden License Agreement; or applying the BQLT Bylaws or Constitution.

Section 2. Next steps if Problem(s) Not Resolved Internally BQLT recognizes that a Garden Group may fail to resolve problems or complaints within the Garden Group despite best efforts. When the parties have come to an impasse regarding the issue(s) in question; and/or the Member Garden is in jeopardy of losing its status as a “Member in Good Standing,” then the Conflict Resolution Procedure is as follows:

A. Informal Procedure.

1) Step One--Information Gathering: BQLT will first talk informally, in person or by telephone, with the Garden Representative, Member Garden chairperson, Garden Group, Gardener/s, or other appropriate contact person to identify the issue involving the Member Garden. The information gathering process shall be conducted by BQLT staff, the Operations Committee Chair, or another party designated by the BQLT President. At all times the Operations Committee Chair and the BQLT President will be updated with the fact- finding progress.

2) Step Two--Suggested Solution(s): The Operation Committee Chair shall be responsible for presenting the reasons why the Member Garden is not fulfilling its responsibilities as a BQLT member and how the Member Garden needs to improve. Operations Committee members, a community organizer, and others may join in this talk with the Member Garden to explain the problem and seek a solution agreeable to all.

3) Step Three--Optional Third Party Mediation: BQLT recognizes that, from time to time, it may not be possible to resolve concerns between those directly involved and a different perspective may be helpful. In these circumstances, mediation or group facilitation should be considered. The mediator or facilitator can be any person agreed to act as a neutral third party by the parties. Where appropriate, the Operations Committee Chair and/or the BQLT President will provide the parties with contact information of a mediator or facilitator to aid in the creation of a solution agreeable to all.

4) Step Four--Determining Severity/Seriousness of Conflict: Notwithstanding, if the conflict/grievance requires the immediate attention of law enforcement, the fire department, or other emergency personnel, the Garden Representative, Gardener/s,

Garden Group, Member Garden or other appropriate contact is encouraged to contact those officials directly with notification to the Operations Committee Chair and the BQLT President.

**Because conflicts involving bullying, harassment, sexual harassment, or discrimination are viewed very seriously by BQLT, individuals with these kinds of grievances need to request in writing that the Operations Committee Chair or the BQLT President recommend the formal procedure for dealing with conflict resolution to ensure the matter receive proper and necessary attention.**

5) Step Five--If Conflict Not Resolved through Informal Procedure: If the parties cannot arrive at a satisfactory outcome or resolution through the informal process, then Garden Representative, Gardener/s, Garden Group, Member Garden or other appropriate contact, can send a request in writing to the Operations Committee Chair to recommend the formal procedure. The Operations Committee Chair or the BQLT President can initiate the formal procedure.

#### B. Formal Procedure.

##### B.1. Stage One: Investigation, Report with Recommendations, & (if necessary) Sanctions

1) Step One--Investigation: The first step of the Formal Procedure is an Investigation of the complaint. A BQLT staff member, the Operations Committee Chair, or another party designated by the BQLT President, will provide immediate acknowledgement of receipt of the written request from the Garden Representative, Gardener/s, Garden Group, Member Garden or other appropriate contact. When a complaint is reported, the Operations Committee Chair or the BQLT President will assign an investigator (or two investigators) to interview the complainant, the respondent, and any witnesses, and to gather any evidence related to the complaint. The investigation should be completed within 60 days after receipt and acknowledgment of the complaint.

2) Step Two--Report with Recommendations: After conducting the investigation, the Operations Committee Chair will prepare a report that:

- (a) describes all facts that are relevant to the complaint;
- (b) indicates the judgment of the investigator(s) about the credibility of the parties (the complainant and respondent) and witnesses, if any;
- (c) makes a recommendation about whether the respondent should be held responsible for violation(s) of Member Garden Bylaws, the Member Garden rules and procedures, the BQLT Bylaws, the BQLT Member Constitution, and the Garden License Agreement; and

(d) will make a recommendation including sanctions and any other follow-up actions to the Executive Committee of the Brooklyn Queens Land Trust.

The Operations Committee Chair in conference with the BQLT President, where applicable, will also consider whether or not the violation is subject to further inquiry by an attorney and/or law enforcement official and note that in the report.

The complainant and respondent will have an opportunity to review the investigation report at the Brooklyn Queens Land Trust office.

3) Step Three--Report Review & Decision by BQLT Executive Committee & Board: The Executive Committee will review the investigation report and either approve, disapprove, amend, or request further inquiry into the matter, subject to the recommendation of the Operations Committee Chair. The Executive Committee's decision will then be reviewed and approved by the entire BQLT Board of Directors.

4) Step Four--Determining & Monitoring Sanction(s): If the respondent is found responsible, the BQLT Executive Committee will monitor and implement the sanction(s) and any other follow-up actions to be imposed. The BQLT Executive Committee may delegate to the Operations Committee the implementation of sanction (s) and any other follow-up actions imposed. Sanctions are determined on a case-by-case basis to fit the misconduct for which there is a finding of responsibility. The sanction will be fair, consistent, protective of the parties' safety, and responsive to the seriousness of the misconduct at issue. The facts of the case are paramount in determining a sanction and that the most serious offenses warrant the most serious sanction(s).

**Sanctions and other follow-up actions can include, but are not limited to:**

a.) WRITTEN NOTIFICATION OF MANDATORY MEETING, POSSIBLE PROBATION & AVAILABILITY OF CURE: A letter will be sent to Garden Representative, Gardener/s, Garden Group, Member Garden stating the reasons why the Garden Representative, Gardener/s, Garden Group, Member Garden may be placed on probation. The letter will state that the Garden Representative, Gardener/s, Garden Group, Member Garden must be represented at a Operations Committee meeting, on a date, time and place specified in the letter, to discuss the possible probation. The Garden Representative, Gardener/s, Garden Group, Member Garden must send at least one representative to the Operations Committee meeting and all interested parties are encouraged to attend this meeting. The Garden Representative, Gardener/s, Garden Group, Member Garden will have an opportunity to

respond to the claim that it is not fulfilling its BQLT membership responsibilities. The Operations Committee may set a reasonable time period in which the Member Garden must improve (“Cure”).

b.) PROBATION: If the Garden Representative, Gardener/s, Garden Group, Member Garden does not cure within the time period set by the Operations Committee, then the Board of Directors will send a letter to the Garden Representative, Gardener/s, Garden Group in the Member Garden stating the date, time and place for the next Board of Directors meeting at which a vote will be taken whether to place the Garden Representative, Gardener/s, Garden Group, Member Garden on probation (a letter will also be sent to all BQLT Member Gardens notifying them of the vote prior to the meeting). The letter will state the reasons why the Garden Representative, Gardener/s, Garden Group, Member Garden may be placed on probation. The Garden Representative, Gardener/s, Garden Group, Member Garden must send at least one representative to the Board of Directors meeting and all are encouraged to attend the meeting. The Garden Representative, Gardener/s, Garden Group, Member Garden will have an opportunity to respond to the claim that it is not fulfilling its BQLT Membership responsibilities before a vote is taken to place the Garden Representative, Gardener/s, Garden Group, Member Garden on probation. The Board of Directors, if it votes in favor of probation, will set a reasonable time period upon recommendation of the Operations Committee in which the Garden Representative, Gardener/s, Garden Group, Member Garden must cure, and may decide during probation not to count the Member Garden when determining quorum at BQLT meetings.

c.) LOSS OF BQLT MEMBERSHIP RIGHTS: If a Garden Representative, Gardener/s, Garden Group Member Garden on probation fails to cure to the satisfaction of the Board of Directors, within the time period set by the Board of Directors upon the recommendation of the Operations Committee, then the Board of Directors MAY, BUT IS NOT REQUIRED TO, take the following actions against the Garden Representative, Gardener/s, Garden Group, Member Garden:

- i. Suspension of the right to full Membership in the BQLT along with the loss of the right to vote by the Garden Group;
- ii. The loss of all financial assistance to the Garden Group

d.) OTHER SANCTIONS: As determined by the Board of Directors, other sanctions or actions, including but not limited to: (i) a Gardener/s or Garden Representative may be banned from the Member Garden for a period to be determined, (ii) a Garden Representative may be removed

from his/her position, (iii) a Garden Group may have their Garden License Agreement suspended, cancelled, or terminated, as determined by the language of the Garden License Agreement, or (iv) in the instances where BQLT is not the property owner of a garden, BQLT reserves the right to terminate the parent agreement with the property owner.

e.) REPLACEMENT OF THE GARDEN GROUP: The most extreme action that can be recommended by the Operations Committee Chair and approved by the Executive Committee is to deny an existing GARDEN GROUP the right to use and manage the Member Garden. BQLT appreciates the seriousness of this action and will only pursue after the existing GARDEN GROUP has been

(1) given the opportunity to resolve the issue internally within the GARDEN GROUP and,

(2) through the informal and formal conflict resolution procedures of BQLT, and

(3) no resolution has been agreed upon by the interested parties and approved by BQLT. The existing GARDEN GROUP's Garden License Agreement shall be terminated and the BQLT Operations Committee will move forward to identify and help establish the leadership of a new GARDEN GROUP.

5) Step Five--Written Notification of BQLT Board Vote: The Board of Directors will send a letter to the Garden Representative, Gardener/s, Garden Group in the Member Garden stating the date, time and place for the next meeting of the Board of Directors at which a vote will be taken on the above issues (a letter will also be sent to all BQLT Member Gardens notifying them of the vote prior to the meeting). The letter will state the reasons why the Garden Representative, Gardener/s, Garden Group, Member Garden may be subject to the above sanctions/actions. The Garden Representative, Gardener/s, Garden Group, Member Garden must send at least one representative to the Board meeting and all are encouraged to attend the meeting. **The Garden Representative, Gardener/s, Garden Group, Member Garden will have an opportunity to respond to the claim that it is not fulfilling its BQLT Membership responsibilities before a vote is taken.**

## B.2. Stage Two: Appeal

If the matter remains unresolved following the outcome of stage one, either party can appeal to the Executive Committee and Operations Committee Chair within 30 days of the decision. An

appeal meeting will be arranged with the Executive Committee and Operations Committee Chair. The party will have the right to be accompanied by a friend, and/or colleague. The decision will be confirmed in writing to the party and there will be no further right of appeal. The Executive Committee should ensure that there is no unreasonable delay in the implementation of this procedure.

**ARTICLE VII**  
**AMENDMENTS**

This Constitution may be amended or repealed by a vote of 60% of the Membership Body at a meeting duly called for the purpose of altering the Constitution, provided notice of the proposed alteration has been included in the notice of meeting. The Board of Directors cannot amend or repeal the Constitution