

Project Grow Community Gardens Bylaws

Article I: Offices

1. The principal office of the corporation shall be at a place within the State of Michigan as the Board of Directors shall determine.
2. Other offices for the corporation within or without the State of Michigan may be designated by the Board of Directors as the business of the corporation may require.

Article II: Books and Records

1. Books, records, and accounts of the corporation's business shall be kept and maintained as the Board of Directors shall deem advisable and as are required by law or by these bylaws.

Article III: Fiscal Year

1. The fiscal year of the corporation shall be the calendar year.

Article IV: Banking and Checks

1. The Board of Directors shall by resolution designate the bank or other depository in which funds shall be deposited in the name of the corporation. All checks, drafts, notes, receipts, order or other instruments for the payment of money shall be signed by the officer or officers or other person or persons as the Board of Directors may from time to time designate.

Article V: Execution of Legal Documents, Etc.

1. The Board of Directors may specifically designate the officers and agents who shall have the power to execute any contract, conveyance or other instrument in the name and on behalf of the corporation. However, in the absence of this designation, the president or a vice-president and the secretary or assistant secretary or treasurer or assistant treasurer may execute the contract, conveyance or other instrument in the name and on behalf of the corporation.

Article VI: Membership

1. There shall be two classes of members, GENERAL MEMBERS and VOTING MEMBERS. GENERAL MEMBERS are those people who have made financial contributions of twenty dollars or more to Project Grow in the current fiscal year, and those people who garden on land furnished by Project Grow. VOTING MEMBER are GENERAL MEMBERS on record as the primary gardener of a garden plot on land furnished by Project Grow. The Board of Directors shall also be considered VOTING MEMBERS without regard to any other requirement. Paid staff shall be considered GENERAL MEMBERS without regard to any other requirement.

2. The Board of Directors may suspend the membership of a GENERAL MEMBER for cause by affirmative vote of two-thirds of the Board at a meeting held not less than ten days after an appropriate hearing. A record shall be made of the facts relied on to establish cause. The Board of Directors, by majority vote of those present at any regular meeting, may terminate the membership of any GENERAL MEMBER who has become ineligible for membership, upon proof and written determination of ineligibility. All rights, privileges, and interests of a member shall terminate with termination of membership. Membership shall be nontransferable and nonassignable.

3. The place of all meetings of the membership shall be the principal office of the corporation or such other place as shall be fixed by the Board of Directors and announced to the membership in the notice of the meeting.

4. The ANNUAL MEETING of the members shall be held in the fall of each year for the following purposes:

- a. To elect directors
- b. To transact such other business as properly may come before the meeting

5. Special meetings of the members may be called by the president or secretary and shall be called by either of them at the request of a majority of the board of directors or any twenty-five VOTING MEMBERS. Any such request by the board or the members shall be in writing and shall state the purpose or purposes of the proposed meeting. The special meeting shall be held not less than two weeks from the day notice is mailed to the members.

6. Written notice of a meeting of the members stating time, place, and purpose of the meeting shall be served upon, or mailed to, each member entitled to vote at the meeting at the address as appears on the records of the corporation at least five days before the meeting. Notice need not be given of any adjourned meeting of the members.

7. The business transacted at a special meeting of members shall be limited to the purpose or purposes of the meeting stated in the call.

8. A quorum at all meetings of members shall consist of 15 VOTING MEMBERS. If, however, a quorum shall not be present or represented at a meeting, the meeting may be adjourned from time to time by a majority of those who attend until a quorum is present or represented. At an adjourned meeting, business may be transacted which might have been transacted as originally notified. When a quorum is present or represented at any meeting, a majority vote at the meeting shall decide any question properly brought before the meeting, unless otherwise provided by law, in the articles of incorporation, or by these bylaws.

Article VII: Directors

1. Management of the business and property of the corporation shall be by a Board of Directors who shall exercise all of the powers of the corporation not reserved to or conferred upon the members by law, in the articles of incorporation or in these bylaws.

2. The number of the directors shall be eight as of 2010 and shall be expanded to twelve in the year 2012 in the manner provided in this subparagraph. All of the directors shall be elected in the manner provided in paragraph 4 of Article VII. Beginning in calendar year 2010, directors shall be elected for three year terms. Directors elected prior to 2010 will retain the term of office for which they were elected. Adoption of a three year term means that the board of directors will expand in number to twelve in the year 2012, and will then remain at that number.

3. Nominations for the board of directors shall be accepted during the first fifteen days of the month preceding the annual meeting. Nominees will provide a statement outlining their qualifications and objectives for seeking a position on the board. These statements will be accepted no later than the 21st day of the month preceding the annual meeting and made available to the membership seven days before the annual meeting.

4. An annual election shall be held to fill the positions of those directors whose term of office expires in the same year as the election. The election shall be held at the annual meeting of members of the corporation. Directors shall be elected by a simple majority of VOTING MEMBERS present at the annual meeting of members of the corporation. Each newly elected director shall hold office until the end of the annual membership meeting occurring during the year his term expires and/or until a successor is elected and shall qualify. A board member may, however, be suspended from the board by a two-thirds majority vote until a special meeting of the members can be held, which shall not be more than thirty days after the suspension. The members may, at any special meeting called for that purpose, remove any board member in accordance with law, and at that meeting or any subsequent meeting called for that purpose may elect a successor.

5. Except for a vacancy due to a suspension under sub-paragraph 4, above, vacancies in the Board of Directors shall be filled by majority vote of the remaining directors and each person so elected shall remain a director until his successor is elected at the next annual meeting of members or at any special meeting of members duly called for that purpose and held prior thereto. Successors will serve out the term of office of the vacating director they replace.

6. Attendance of all elected board members shall be expected at all scheduled board meetings. If a board member has three (3) successive unexcused absences from board meetings, or if a board member has four (4) absences from board meetings in a six (6) month period, the member may be removed from the board by a majority vote of the remaining board members.

7. Responsibilities of Board Directors shall include: (1) attendance and participation at all regularly scheduled board meetings; (2) participation in fundraising and committee, administrative, and/or programming activities; and (3) the promotion and responsible representation of the organizational goals and principles of Project Grow.

8. Compensation, if any, of the directors shall be set by resolution of the membership.

9. Any board member may resign by filing a written resignation with the Secretary. Such resignation shall take effect when accepted by the Board of Directors.

10. A board member cannot also be an employee unless that position is a temporary position and has the consent of two-thirds of the board of directors. Any board member who accepts a temporary position after the 2/3 consent has been received shall not vote on issues concerning his

| or her employment or the employment of others relating to the organization.

Article VIII: Meetings of Directors

1. The place of all meetings of the Board of Directors shall be the principal office of the corporation, unless otherwise stated in the notice of meeting or as the Board may have previously determined.
2. The annual meeting of the Board of Directors shall be held immediately after the annual meeting of the members. Regular meetings shall be held at such times and places as the Board shall determine at a prior meeting, and shall take place at least once each quarter.
3. Special meetings of the Board of Directors may be called by the president or secretary, and shall be called by either of them upon the written request of a majority of the directors, the paid staff, or any ten members.
4. Notice of the annual, regular and adjourned business meetings of the Board of Directors shall not be required. Notice of the time, place and purpose of a special meeting of the Board shall be mailed or sent by telegram at least three days prior to such special meeting. Any required notice of meeting may be waived before or after the meeting.
5. A quorum for the transaction of business by the board of directors shall be one more than half the number of board members. The acts of a majority of the board members present at a meeting at which quorum is present shall be the acts of the Board; provided, that if the board members shall severally and/or collectively consent in writing to any action to be taken by the corporation, the action shall have the same validity as though the action had been authorized at a meeting of the Board.

Article IX: Officers

1. The officers of the corporation shall be selected by the Board of Directors at its annual meeting. Each officer's term of office shall continue until the next annual meeting of directors and/or until a successor shall be appointed by the Board. There shall be a president, secretary, and treasurer, each of whom must also be a director. The Board may also appoint a vice-president, assistant secretary, and/or assistant treasurer as it shall deem necessary for the transaction of the business of the corporation; each of these officers may, but need not, be a director. Any two of the above officers except those of president and vice-president may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity.
2. Other officers and agents may be appointed at any time by the Board of Directors as it shall deem necessary for the transaction of business. These officers and agents shall exercise powers and perform duties as were delegated from time to time by the Board of Directors.
3. Removal of any officer, agent or employee may be effected at any time by the Board.
4. Vacancies occurring in any office may be filled at any time by the Board of Directors.
5. The president shall determine the compensation of agents and employees, unless compensation is determined by the Board, which it may do in its discretion.

Article X: Duties of the Officers

1. The president shall be the chief executive officer of the corporation. The president shall preside at all meetings of the membership and directors. The president shall have the general and active management of the business of the corporation and the president shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate specific powers to any other officer or officers of the corporation.
2. The vice-president, if one is appointed, shall have duties as the Board of Directors shall prescribe and shall, in the absence or incapacity of the president, perform the duties of the office of the president.
3. The secretary shall attend all meetings of the membership and the Board of Directors. The secretary shall record the voting and otherwise keep the minutes of such meetings in a book to be kept for these purposes. The secretary shall perform other duties as are prescribed by the Board and in the absence or incapacity of the president and vice-president shall perform the duties of the president.
4. The treasurer shall have custody of the funds and securities of the corporation subject to the direction of the Board of Directors. The treasurer shall keep full and accurate accounts of all funds and securities. Upon request, the treasurer shall at all reasonable times exhibit the books and accounts to any director or the president and shall render at the regular meetings of the Board or whenever they may require it, an account of all transactions executed as treasurer and of the financial condition of the corporation. The treasurer shall perform other duties as are customary to that office, unless otherwise provided by the Board. The treasurer and any assistant treasurer shall provide a bond or bonds for the faithful performance of duties with a surety or sureties as may be required by the Board.
5. Any assistant secretary or any assistant treasurer in the order of seniority shall, in the absence or disability of the secretary or treasurer, as the case may be, perform the duties and exercise the powers of that office, and shall perform other duties as the Board of Directors shall prescribe.

Article XI: Amendments

1. These bylaws may be altered, amended, added to, or repealed at any regular meeting of the members, or at any special meeting of the members, if notice of the proposed alteration, amendment, addition or repeal is contained in the notice of the special meeting.

Article XII: Indemnification

1. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BY THIRD PARTIES

The corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may later be amended, indemnify a director or officer (the "*Indemnitee*") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, nondirector volunteer or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

2. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BROUGHT BY OR IN THE RIGHT OF THE CORPORATION

The corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may later be amended, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee, nondirector volunteer or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

3. ACTIONS BROUGHT BY THE INDEMNITEE

Notwithstanding the provisions of Sections 1 and 2 of this Article, the corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part of it)

brought or made by an Indemnitee; unless the action, suit, proceeding or claim (or part of it) (a) was authorized by the board of directors of the corporation, or (b) was brought or made to enforce this Article and the Indemnitee has been successful in the action, suit, proceeding or claim (or part of it).

4. APPROVAL OF INDEMNIFICATION

An indemnification under Sections 1 or 2 of this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. This determination shall be made promptly in any of the following ways:

- (a) by a majority vote of a quorum of the board consisting of directors who were not parties to the action, suit, or proceeding;
- (b) if the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action; the committee shall consist of not less than two (2) disinterested directors; or
- (c) by independent legal counsel in a written opinion.

5. ADVANCEMENT OF EXPENSES

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 of this Article shall be paid by the corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

6. PARTIAL INDEMNIFICATION

If an Indemnitee is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

7. INDEMNIFICATION OF EMPLOYEES, NONDIRECTOR VOLUNTEERS AND AGENTS

Any person who is not otherwise covered by this Article and who is or was an employee, nondirector volunteer or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, or as may be amended, but in the case, only to the extent the amendment permits the corporation to provide broader indemnification rights than before the amendment and only to the extent authorized by the board of directors.

8. OTHER RIGHTS OF INDEMNIFICATION

The indemnification or advancement of expenses provided under Sections 1 to 7 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles, these bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 to 7 of this Article continues as to a person who ceases to be a trustee, director, officer, employee, nondirector volunteer or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

9. LIABILITY INSURANCE

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, nondirector volunteer or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against the liability under the provisions of the Act.

10. CONTRACT WITH THE CORPORATION

The right to indemnification conferred in this Article shall be deemed to be a contract between the corporation and each director or officer who serves in any that capacity at any time while this Article is in effect, and any repeal or modification of any law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or previously existing or any action, suit or proceeding previous or later brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the corporation shall give written notice of the action to the directors and officers and any repeal or modification shall not be effective for a period of sixty (60) days after the notice is delivered.

12. DEFINITIONS

"Other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the corporation" shall include any service as a director, officer, employee, nondirector volunteer or agent of the corporation which imposes duties on, or involves services by, the director, officer, employee, nondirector volunteer or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the corporation" as referred to in Sections 1 and 2 of this Article.

13. SEVERABILITY

Each and every paragraph, sentence, term and provision of this Article shall be considered severable and if a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs,

sentences, terms, or provisions shall not be affected. This Article shall then be construed in all respects as if the invalid or unenforceable matter had been omitted.