

**BY-LAWS OF
MILLER GARDEN CLUB, INC.**

**ARTICLE I
NAME AND PURPOSE**

SECTION 1.01 NAME: The name of the organization shall be Miller Garden Club, Inc. (the "Corporation"). The registered agent of the Corporation shall be determined by the Board of Directors ("Board") and shall be filed with the Secretary of State's office.

SECTION 1.02 PURPOSE:

- A. The Miller Garden Club, Inc. is organized to stimulate the knowledge of gardening among its members, to aid in the protection of native trees and plants, and to assist in the beautification of the greater Miller community in Gary, Indiana.
- B. The Miller Garden Club, Inc. is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- C. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the proposed clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE II
MEMBERSHIP**

SECTION 2.01 MEMBERSHIP: Membership shall be open to any person or organization interested in the purpose of the club. The Board shall deem such persons or organizations members of the club upon payment of dues as set by the Board.

Section 2.02 MEMBERSHIP MEETINGS: The members shall meet monthly, except for the months of November, December, January, and February, on a date, time and place as determined by the Board. The Board shall schedule the annual meeting of the corporation, but in no event shall the meeting be later than the third Saturday of October. Members present at membership meetings shall constitute a quorum.

**ARTICLE III
DIRECTORS**

SECTION 3.01 GENERAL POWERS: The affairs of the Corporation shall be managed by its Board.

SECTION 3.02 NUMBER, TENURE, AND QUALIFICATION: The Board shall consist of eleven

(11) Directors. Each Director shall hold office until his/her successor shall have been elected and qualified. The initial Board shall be chosen by the incorporators of this corporation, and thereafter, they shall be elected at the annual meeting by a vote of the members.

SECTION 3.03 ANNUAL MEETINGS: The Board shall meet annually on a date, time and at a place as determined by the Board, but in no event shall the meeting be later than the third Saturday of October.

SECTION 3.04 SPECIAL MEETINGS: Special meetings of the Board may be called by or at the request of the President, any two (2) of the other officers, or a majority of the Board. The person or persons authorized to call special meetings of the Board may only fix the place within Zip Code 46403 area unless otherwise agreed to in writing by three-fourths (3/4) of the Board .

SECTION 3.05 NOTICE: Notice of any special meeting of the Board shall be given at least two (2) days prior thereto by written notice delivered personally or sent by e-mail or fax to each Director and Officer at his/her address as shown by the records of the Corporation. If mailed, such notice must be mailed four (4) days before the time set for the meeting and shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by fax, such notice shall be deemed to be delivered when telephoned. If notice be given by e-mail, such notice shall be deemed to be delivered when sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 3.06 ELECTION AND TERM: Election of Directors shall take place at the annual meeting of the Corporation. Directors shall serve two (2) year staggered terms, and are eligible for re-election. In each even year, six directors shall be elected and in each odd year, five directors shall be elected. Certain directors may be elected for an initial one year term in order to assure staggered terms. Directors elected for an initial one year term shall be determined by the Board after the election of Directors at the annual meeting.

SECTION 3.07 QUORUM: A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 3.08 MANNER OF ACTING: The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 3.09 VACANCIES: Any vacancy occurring in the Board and any Directorship to be filled by reason of an increase in the number of Directors, may be filled a majority of the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 3.10 REMOVAL: Any Director member may be removed by vote of two-thirds (2/3) of the members of the Board for any reason.

SECTION 3.11 COMPENSATION: All Directors shall serve as volunteers without pay but may be reimbursed for expenses incurred on behalf of the Corporation upon approval of the Board.

SECTION 3.12 PROXIES: A Board member may grant another Board member the power to vote on behalf of the granting member at a particular meeting through a written proxy. The proxy must be on a form approved by the Board, is only good for one meeting, and must be signed by the granting member and delivered to the Secretary or presiding officer by either the grantee or the proxy holder

before any vote is taken at the meeting.

ARTICLE IV OFFICERS

SECTION 4.01 OFFICERS: The officers of the Corporation shall be elected from among the members of the Board and shall include a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, or one or more additional Vice Presidents, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person as permitted by law.

SECTION 4.02 ELECTION AND TERM OF OFFICE: The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

SECTION 4.03 REMOVAL: Any officer elected or appointed by the Board may be removed only by vote of two-thirds (2/3) of the members of the Board.

SECTION 4.04 VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

SECTION 4.05 PRESIDENT: The President shall be the principal executive officer of the Corporation and shall, in general, supervise all of the day to day business and affairs of the Corporation in compliance with the policies established by the Board. The president shall preside at all meetings of the members and of the Board and execute any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws or by statute to some other officer or agent of the Corporation, and in general the president shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

SECTION 4.06 VICE PRESIDENT: In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the Board or the President consistent with the policies of the Board.

SECTION 4.07 TREASURER: If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; provide written financial reports to all Board members from time to time as determined by the Board showing all revenues, expenditures, liabilities, and assets of the Corporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board or the President consistent with the policies of the Board.

SECTION 4.08 SECRETARY: The Secretary shall prepare and keep minutes of the meetings of the members and of the Board ; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address, telephone number, FAX number, and e-mail address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the President consistent with the policies of the Board.

ARTICLE V FISCAL YEAR

The fiscal year of the Corporation shall begin the 1st day of January and end the 31st day of December in each year.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 6.01 CONTRACTS: The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board must approve all contracts, expenditures, and/or donations unless the Board specifically delegates that authority to two or more officers or members to do so.

SECTION 6.02 CHECKS, DRAFTS, ETC.: All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by at least one (1) such officer or agent of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board , the President or Treasurer shall sign such instruments.

SECTION 6.03 DEPOSITS: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 6.04 GIFTS: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII AMENDMENTS

The power to make, alter, amend, or repeal these by-laws is vested in the Board of the Corporation, but such action shall be taken only at an annual meeting of the Board or meeting of the Board specifically called for such purpose. If such meeting is properly called, these by-laws may be repealed, altered, or amended, or new by-laws adopted, by a majority of the Board.

BY-LAWS ADOPTED by the members at its regular meeting on the 16th day of June, 2007.
Amended 10/15/2011 by the Board.