

HANSBERRY GARDEN & NATURE CENTER, INC.

BYLAWS

ARTICLE I

OFFICES

Section 1-1 Registered Office. The registered office of the corporation shall be located within Pennsylvania, at such place as the Board of Directors shall from time to time determine.

Section 1-2 Other Offices. The corporation may also have offices at such other places, within or without Pennsylvania, as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS

Section 2-1 No members. There shall be no members of the corporation. The Board of Directors shall act in lieu of members whenever appropriate.

ARTICLE III

BOARD OF DIRECTORS

Section 3-1 Number. The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than two nor more than twenty directors.

(a) Initial Directors. The initial directors of this corporation shall be:

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|-----------------|------------------|
| Al Ford | Dorothy Hannibal |
| Dave Schogel | Katherine Miller |
| Pat Schogel | Sandy Thomas |
| Vicki Mehl | Robin Lowry |
| Cy Rosenthal | Renny Molenaar |
| Ethel Rosenthal | Rocio Cabello |

(b) Term of Office. The directors shall be elected to serve a term of three (3) years.

(i) Directors may serve no more than two (2) consecutive terms, at the end of which they must rotate off the board.

(ii) Prior to the end of the first term of each director, the President will confirm their intention to remain or not remain for a second term.

(iii) Directors wishing to remain on the board for a second term must be officially re-elected for that term.

(iv) Directors who serve two consecutive terms may be elected again to the board after being off the board for at least one year and will be eligible for two more consecutive terms.

(v) Directors elected to fill an unexpired term of a former director may serve their own two consecutive full terms before having to rotate off the board.

(vi) The Secretary shall maintain a rotation schedule for all board members such that the President shall be informed as to when a director will, either, have to be re-elected to a second term or will have to rotate off the board at the end of their second term.

(vii) Board members who fulfill a Committee position on the board may have their term extended one (1) 3-year term by a vote from the board.

(c) Removal of Directors. A director may be removed from office by the vote of a majority of the other directors then serving. Such vote may be taken at a regular or special meeting of the Board of Directors called for that purpose.

(d) Vacancies; Additional Directors. The election of new directors to fill any vacancy on the Board of Directors, or the election of additional directors, shall be accomplished by the vote of a majority of the members of the Board of Directors then serving.

Section 3-2 Place of Meeting. Meetings of the Board of Directors may be held at such place within Pennsylvania or elsewhere as the President of the corporation of this corporation may from time to time designate in the notice calling the meeting.

Section 3-3 Regular Meetings. A regular meeting of the Board of Directors shall be held annually, during the month of February, at such place and time designated by the Board of Directors. In addition to such regular annual meeting, the Board of Directors shall have the power to fix by resolution the place, date and hour of other regular meetings of the Board.

Section 3-4 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or a majority of the Directors in office.

Section 3-5 Participation in Meetings by Conference Telephone. Any Director may participate in any meeting of the Board of Directors or of any committee (provided he is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which he might be entitled were he personally in attendance, including the right to vote, by means of conference telephone or other similar communications equipment by means of which all persons attending the meeting can hear each other.

Section 3-6 Notices of Meeting of the Board of Directors.

(a) Regular Meetings. Ten (10) days notice shall be required to be given of any regular meeting.

(b) Special Meetings. Written notice stating the date, place and hour of any special meeting of the Board of Directors shall be given at least five (5) days prior to the date named for the meeting.

Section 3-7 Quorum. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors

present at a meeting at which a quorum is present shall be acts of the Board of Directors. If there is no quorum present at a duly convened meeting of the Board of Directors, the majority of those present may adjourn the meeting from time to time and place to place. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 3-8 Informal Action by the Board of Directors. Any action which may be taken at a meeting of the Directors, or of the members of any committee of the Board of Directors, may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Directors, or members of the committee, as the case may be, and shall be filed with the Secretary of the corporation. Insertion in the minute book of the corporation shall be deemed filing with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book. Written consents by all of the Directors or the members of any committee of the Board of Directors executed pursuant to this section may be executed in any number of counterparts and shall be deemed effective as of the date set forth therein.

Section 3-9 Powers.

(a) General Powers. The Board of Directors shall have all the power and authority granted by law to the Board including all powers necessary or appropriate to the management of the affairs of the corporation and to carry out its purposes as stated in its Articles of Incorporation, except as may otherwise be limited by these bylaws. In addition, the Board of Directors shall, where necessary, act in the stead of members of the corporation.

(b) Specific Powers. Without limiting the general powers conferred by the last preceding clause and the powers conferred by the Articles and Bylaws of the

corporation, it is hereby expressly declared that the Board of Directors shall have the following powers:

(i) To confer upon any officer or officers of the corporation the power to choose, remove or suspend assistant officers, agents or servants.

(ii) To appoint any person, firm or corporation to accept and hold in trust for the corporation any property belonging to the corporation or in which it is interested, and to authorize any such person, firm or corporation to execute any documents and perform any duties that may be requisite in relation to any such trust.

(iii) To approve and authorize the borrowing of money and the granting of security interests in the personal property and mortgages on the real estate of the corporation as security for the repayment of loans and interest thereon.

(iv) To purchase, sell, lease, mortgage, pledge, transfer in trust and otherwise deal with real and personal property of the corporation.

(v) To appoint a person or persons to vote shares of another corporation held and owned by the corporation.

(vi) By resolution adopted by a majority of the whole Board of Directors, to designate one (1) or more committees, each committee to consist of one (1) or more of the Directors of the corporation. To the extent provided in any such resolution, and to the extent permitted by law, a committee so designated shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of the corporation. The Board of Directors may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If specifically granted this power by the Board in its resolution establishing the

committee, in the absence or disqualification of any member and all designated alternates of such committee or committees or if the whole Board of Directors has failed to designate alternate members, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member.

ARTICLE IV

OFFICERS

Section 4-1 Offices and Election. The corporation shall have a President, a Secretary and a Treasurer who shall be elected by the Board of Directors. The Board of Directors may elect as additional officers one or more Vice Presidents, and one or more assistant officers. Any two or more offices may be held by the same person.

Section 4-2 Term. The officers and assistant officers shall each serve at the pleasure of the Board of Directors and until the annual meeting of the Board of Directors following the next annual meeting of members unless removed from office by the Board of Directors during their respective tenures.

Section 4-3 Powers and Duties of the President. Unless otherwise determined by the Board of Directors, the President shall have the usual duties of an executive officer with general supervision over and direction of the affairs of the corporation. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of Pennsylvania, these by-laws and the actions of the Board of Directors, the President may appoint, suspend, and discharge employees and agents, shall preside at all meetings of the members at which the President shall be present, shall preside at all meetings of the Board of Directors and shall be a member of all committees. The President also shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors. Unless otherwise determined by the Board of

Directors, the President shall have full power and authority on behalf of the corporation to attend and to act and to vote at any meeting of the shareholders of any corporation in which the corporation may hold stock, and, at any such meeting, shall possess and may exercise any and all the rights and powers incident to the ownership of such stock and which, as the owner thereof, the corporation might have possessed and exercised.

Section 4-4 Powers and Duties of the Secretary. Unless otherwise determined by the Board of Directors, the Secretary shall keep the minutes of all meetings of the Board of Directors, members and all committees, in books provided for that purpose, and shall attend to the giving and serving of all notices for the corporation. The Secretary shall have charge of the corporate seal, membership books and other such books and papers as the Board of Directors may direct. The Secretary shall perform all other duties ordinarily incident to the office of secretary and shall have such other powers and perform such other duties as may be assigned to the Secretary by the Board of Directors.

Section 4-5 Powers of the Treasurer. Unless otherwise determined by the Board of Directors, the Treasurer shall have charge of all the funds and securities of the corporation which may come into the Treasurer's hands. When necessary or proper, unless otherwise ordered by the Board of Directors, the Treasurer shall endorse for collection on behalf of the corporation, checks, notes and other obligations and shall deposit the same to the credit of the corporation in such banks or depositories as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the corporation. The Treasurer shall sign all checks made by the corporation except when the Board of Directors shall otherwise direct. The Treasurer shall enter regularly, in books of the corporation to be kept for him for the purpose, full and accurate account of all moneys received and paid by the Treasurer on account of the corporation. Whenever required by the Board of Directors, the Treasurer shall render a statement of financial

condition to the corporation. The Treasurer shall at all reasonable times exhibit his books and accounts to any director of the corporation upon application at the office of the corporation during regular business hours. The Treasurer shall have such other powers and shall perform such other duties as may be assigned to him from time to time by the Board of Directors. The Treasurer shall give such bond, if any, for the faithful performance of the Treasurer's duties as shall be required by the Board of Directors and any such bond shall remain in the custody of the President.

Section 4-6 Powers and Duties of Vice Presidents and Assistant Officers. Unless otherwise determined by the Board of Directors, each Vice President and each assistant officer shall have the powers and perform the duties of the respective superior officer. Vice Presidents and Assistant Officers shall have such rank as shall be designated by the Board of Directors and each, in the order of rank, shall act for such superior officer in case of absence or disability or when so directed by such superior or by the Board of Directors. The President shall be the superior officer of the Vice Presidents. The Treasurer and the Secretary shall be the superior officers of assistant treasurers and assistant secretaries, respectively.

Section 4-7 Delegation of Office. The Board of Directors may delegate the powers or duties of any officer of the corporation to any other officer or to any director from time to time.

Section 4-8 Vacancies. The Board of Directors shall have the power to fill any vacancies in any office occurring from whatever reason.

Section 4-9 Removal. The Board of Directors shall have the power to remove any officer without cause at any time.

Section 4-10 Executive Committee. The officers other than the Assistant Secretaries and Assistant Treasurers shall constitute the Executive Committee. The Executive Committee shall have the power to authorize and to cause the corporation to do or to refrain from doing any

act or thing, which the corporation may do and which Board of Directors had not prohibited the corporation from doing, except that the Board of Directors and not the Executive Committee shall have the sole authority to fill vacancies on the Board of Directors, elect officers, remove directors or officers and dissolve the corporation.

ARTICLE V

SEAL

Section 5-1 The form of the seal of the corporation, called the corporate seal of the corporation, shall be as impressed adjacent hereto.

ARTICLE VI

FISCAL YEAR

Section 6-1 The fiscal year of the corporation shall be the calendar year.

ARTICLE VII

NOTICES: COMPUTING TIME PERIODS

Section 7-1 Contents of Notice. Whenever any notice of a meeting is required to be given pursuant to these Bylaws or the Articles of Incorporation or otherwise, the notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of members or where otherwise required by law, the general nature of the business to be transacted at such meeting.

Section 7-2 Method of Notice. All notices shall be given to each person entitled thereto, either personally or by sending a copy thereof through the mail or by facsimile, charges prepaid, to his address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice. If notice is sent by mail it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail.

Section 7-3 Computing Time Periods. In computing the number of days for purposes of these Bylaws, all days shall be counted, including Saturdays, Sundays or holidays; provided, however, that if the final day of any time period falls on a Saturday, Sunday or holiday, then the final day shall be deemed to be the next day which is not a Saturday, Sunday or holiday. In computing the number of days for the purpose of giving notice of any meeting, the date upon which the notice is given shall be counted but the day set for the meeting shall not be counted. Notice given 24 hours before the time set for a meeting shall be deemed one day's notice.

ARTICLE VIII

COMPLIANCE WITH SECTION 501(c)(3)

Section 8-1 Notwithstanding any other provision of these bylaws, neither the corporation nor its directors or officers shall carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IX

LIABILITIES OF DIRECTORS

Section 9-2 No director of the corporation shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the director has breached or failed to perform the duties of his office under Section 8363 of the Pennsylvania Director's Liability Act (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or to the liability of a director for the payment of taxes pursuant to local, state or Federal law.

Section 9-2 Indemnification and Insurance.

(a) Indemnification of Directors and Officers.

(i) Each Indemnitee (as defined below) shall be indemnified and held harmless by the corporation for all actions taken by him and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorney's fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonable incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Action shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(ii) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.

(iii) Indemnification pursuant to this Action shall continue as to an Indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his heirs, executors and administrators.

(iv) For purposes of this Article, (A) “Indemnitee” shall mean each Director or officer of the corporation who was or is a party to, or is threatened to be made party to, or is otherwise involved in, any Proceeding, by reason of the fact that he is or was a Director or officer of the corporation or is or was serving in any other capacity at the request or for the benefit of the corporation; and (B) Proceeding” shall mean any threatened, pending or completed action, suit or proceeding by or in the right of the corporation, whether civil, criminal, administrative or investigative.

(b) Indemnification of Employees and Other Persons. The corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of the corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the corporation shall indemnify such person against expense (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith.

(c) Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the corporation’s Articles of Incorporation or By-laws, agreement, vote of Directors or otherwise.

(d) Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person under Pennsylvania or other law. The corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

(e) Fund for Payment of Expenses. The corporation may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation, by agreement, vote of Directors, or otherwise.

Section 9-3 Amendment. The provisions of this Article relating to the limitation of Director's liability, to indemnification and to the advancement of expenses shall constitute a contract between the corporation and each of its Directors and officers which may be modified as to any Director or officer only with that person's consent or as specifically provided in this Section.

Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any Director or officer shall apply to such Director or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of the corporation, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws, no repeal or amendment of these Bylaws shall affect any or all of this Article so as either to reduce the limitation of Directors liabilities or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of the Directors of the corporation then serving, provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

Section 9-4 Changes in Pennsylvania Law. References in this Article to Pennsylvania law or to any provision thereof shall be to such law (including without limitation the Directors' Liability Act) as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of Directors or limits the

indemnification rights or the rights to advancement of expenses which the corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the corporation without the requirement of any further action by the Directors to limit further the liability of Directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than the corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE X

AMENDMENTS

Section 10-1 The Board of Directors shall have the power to alter, amend or repeal these bylaws.

Section 10-2 Managing Membership Policy If a member's activities are consistently disruptive to the organization's community through insulting, rude, or other behavior deemed inappropriate by a majority of the board towards other members or negatively impact the relationship the garden has cultivated with non-members and/or outside organizations or consciously violate the membership agreement and the member is unresponsive to the board's verbal attempts to correct inappropriate behavior the following steps will be followed. The current membership chair or the person or persons acting in that capacity will draft an e-mail or letter to the member whose behavior has brought them to the attention of the board. This email or letter will be signed by all current board members and will explain that the inappropriate behavior the organization has witnessed is destructive to the community and must stop. If the member's behavior does not change to the satisfaction of a quorum of the board or the member is

dissatisfied with the organization, the member will forfeit the right to garden access and keys. After the member returns their garden keys, the organization is willing to refund the member's membership fee, return their key deposit in cash, a money order, or electronically, and allow the member a reasonable amount of time, to be determined at the discretion of a quorum of board members, to remove their plants from their gardening bed.

ARTICLE XI

INTERPRETATION OF BYLAWS

Section 11-1 All words, terms and provisions of these bylaws shall be interpreted and defined by and in accordance with the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania as amended from time to time hereafter.

Amended: September 17, 2016