

**BYLAWS 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 purpose 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 who pays annual dues and is interested in the purpose of the club. The Board shall deem such persons members of the club upon payment of annual dues as determined by the Board. Any member who fails to pay annual dues when due shall automatically and without notice no longer be a member.

**Section 2.02 MEMBERSHIP MEETINGS:** The members shall meet on the dates, times, and places as determined by the Board. The Board shall schedule the annual meeting of the Corporation no later than the end of October. Ten (10) percent of the members of the Corporation shall constitute a quorum at membership meetings. Proxies are not permitted at meetings of the members. At the Board’s discretion, the annual meeting of the Corporation may be conducted virtually by or

through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member of the Corporation participating in a meeting by this means is considered to be present in person at the meeting.

### **ARTICLE III DIRECTORS**

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

**SECTION 3.02 NUMBER, AND QUALIFICATION:** The Board shall consist of between seven (7) and eleven (11) Directors. At any time, the number of Directors may be increased or decreased within that range by the affirmative vote of a majority of Directors then in office. Directors must be members of the Corporation at all times.

**SECTION 3.03 MEETINGS:** The Board shall meet on the dates, times, and places as scheduled by the Board. Meetings of the Board may be called by or at the request of the President, any two (2) officers, or a majority of the Board. The Board shall schedule the annual meeting of the Board as soon as practicable after the annual meeting of the members, but no later than the end of October. Proxies are not permitted at meetings of the Board.

**SECTION 3.04 NOTICE:** Notice of any 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 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 3.05 ELECTION:** Election of Directors shall take place at the annual meeting of the Corporation by a plurality of votes of the members present at the meeting where a quorum is present.

**SECTION 3.06 TERM:** Directors shall serve one (1) or two (2) year terms, and are eligible for re-election. The terms of all newly-elected Directors shall begin at the conclusion of the annual meeting at which they were elected. Terms shall be staggered so that the terms of approximately one-half (½) of the Directors expire each year. Despite the expiration of a Director's term, the Director shall continue to serve until (a) a successor is elected or appointed and qualifies; or (b) there is a decrease in the number of Directors.

**SECTION 3.07 QUORUM AND MANNER OF ACTING:** A majority of the members of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The Board may act by unanimous written consent of the then-current members of the Board without holding a meeting. 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 3.08 RESIGNATION:** A Director may resign at any time by giving written notice to the President, the Secretary, or the Board. The resignation shall be effective upon receipt, unless

the notice specifies a later time for the resignation to become effective. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date providing that the successor does not take office until the effective date.

**SECTION 3.09 VACANCIES:** Any vacancy occurring in the Board may be filled by a majority of the Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor, or if there is no predecessor until the next annual meeting of the members.

**SECTION 3.10 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.

## **ARTICLE IV OFFICERS**

**SECTION 4.01 OFFICERS:** The officers of the Corporation shall be elected by the Board 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 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 annual meeting of the Board. 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 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 bylaws 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:** 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 bylaws; 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. 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.

**SECTION 4.08 SECRETARY:** The Secretary or his or her delegate 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 bylaws or as required by law; be custodian of the corporate records; cause to be kept a register of the address of each member which shall be furnished 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 COMMITTEES**

### **SECTION 5.01 COMPOSITION AND SELECTION:**

- A. The Corporation shall have the standing committees described below.
- B. Each standing committee shall have one or more Directors and such additional members as deemed necessary. Unless otherwise stipulated below, the President shall appoint the standing committee chair, who shall be required to be a Director of the Corporation, and the members of each committee.

### **SECTION 5.02 COMMITTEES:**

- A. Executive Committee. The officers of the Corporation shall function as the executive committee and shall manage the Corporation as authorized by the Board and permitted by law. The President shall chair the executive committee.
- B. Nominating Committee. The nominating committee shall suggest nominations for Directors and may propose a slate of Directors to be voted upon. The chair of the nominating committee need not be a Director.
- C. Bylaws Committee. The bylaws committee shall review the Corporation's bylaws as needed or requested and recommend amendments to the Board.

**SECTION 5.03 OTHER COMMITTEES:** The Board may, by resolution, designate one or more additional committees which shall have such members, duties, and authority as may be specified in the resolution creating them.

## **ARTICLE VI FISCAL YEAR**

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

## **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**SECTION 7.01 CONTRACTS:** The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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.

**SECTION 7.02 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 7.03 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 7.04 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 VIII AMENDMENTS**

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

**BYLAWS ADOPTED** by the members at its regular meeting on the 16<sup>th</sup> day of June, 2007. Amended 10/15/2011, 9/4/2019, and 10/7/2020 by the Board.