

**AMENDED BYLAWS OF
SEMINOLE HEIGHTS COMMUNITY GARDENS, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

Adopted August 10th, 2021

ARTICLE I

Offices

The principal office of Seminole Heights Community Gardens, Inc., a Florida not for profit corporation (the "Corporation") may be located either within or without the State of Florida, as the board of directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II

Members

The Corporation shall not have any members. Members in this context means voting members who control the corporate organization, not to be confused with membership of the garden.

ARTICLE III

Board of Directors

SECTION 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

SECTION 2. Number, Tenure, and Qualification. The then-current officers of the Corporation shall serve as the Corporation's Board of Directors. The number of directors may be increased or decreased from time to time by resolution of the board of directors, provided the Corporation shall always have at least three (3) directors. Each director shall hold office until their successor as an officer of the Corporation and board member shall have been elected and qualified or until their earlier resignation, removal from office, or death.

SECTION 3. Annual and Regular Meetings. The annual meeting of the board of directors shall be held without other notice than this bylaw, except as provided in Article XII of these bylaws, on the 15th day of February at the principal office of the Corporation, or such other date and/or location as the board members agree. The board of directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution, except as provided in Article XII of these bylaws. At the annual meeting, the Board of Directors shall elect the officers and directors of the Corporation for the following year.

SECTION 4. Special Meetings. Special meetings of the board of directors may be called by the president or by any two directors. The person or persons who call a special meeting of the board of directors may fix the place for holding such special meeting.

SECTION 5. Notice. Notice of any special meeting shall be given at least five (5) days before the meeting by written notice delivered personally, or by mail, or by electronic communication to each director at their business address, unless in case of emergency, the president of the Corporation shall prescribe a shorter notice to be given personally or by electronically mailing each director at their residence or business address. If a notice of meeting is in writing, such notice shall be deemed to be delivered at the earliest date of the following:

- (a) When received;
- (b) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed; or
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Any director may waive notice of any meeting, before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of directors fixed pursuant to Section 2 of this article shall constitute a quorum for the transaction of business at any meeting of the board of directors. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

SECTION 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

SECTION 8. Vacancies. Any vacancy occurring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall hold office only until the next annual meeting at which directors are elected and their successor shall be elected and qualified or until their earlier resignation, removal from office, or death.

SECTION 9. Removal. Any director may be removed by a majority vote of the board of directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

SECTION 10. Presumption of Assent. A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless they vote against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

SECTION 11. Constructive Presence at a Meeting. A member of the board of directors may participate in a meeting of such a board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

SECTION 12. Action Without a Meeting. Any action required by law to be taken at any meeting of the directors of the Corporation or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the directors or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee, and such consent shall have the same effect as a unanimous vote.

ARTICLE IV

Officers

SECTION 1. Number. The officers of the Corporation shall be a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors.

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the board of directors shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until their successor shall have been elected and qualified or until their earlier resignation, removal from office, or death.

SECTION 3. Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy, however occurring, in any office may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business affairs of the Corporation. The president shall, when present, preside over meetings of the Corporation. The president may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The president shall in general perform all duties as from time to time may be assigned to them by the board of directors.

SECTION 6. Vice President (If Any). In the absence of the president or in the event of their death or inability or refusal to act, the vice president, if there is one, shall have 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. The vice president, if one is elected, shall perform such other duties as from time to time may be assigned to them by the president or the board of directors.

SECTION 7. Secretary. The secretary shall: (a) keep the minutes of all formal meetings of the board of directors and officers (b) publish all minutes from formal meetings in a timely manner to be available to the board of directors (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (d) be custodian of the corporate records, (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to them by the president or by the board of directors.

SECTION 8. Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies 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 VI of these bylaws; and (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to them by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the board of directors shall determine.

ARTICLE V

Resignations

Any director or officer of the Corporation may resign at any time by giving written notice to the board of directors, to the president, or to the secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the board of directors.

ARTICLE VI

Contracts, Loans, Checks, and Deposits

SECTION 1. Contracts. The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE VII

Fiscal Year

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

ARTICLE VIII

Indemnification

The Corporation shall indemnify and hold harmless any director or officer or any former director or officer to the fullest extent permitted by law.

ARTICLE IX

Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these bylaws or under the provisions of its articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a vote of the board of directors, at any annual directors' meeting or at any special directors' meeting, provided notice of the proposed change is given in the notice of such meeting.

ARTICLE XI

Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.