

Green Space Romeo

Appendix A:

ORGANIZATIONAL STRUCTURE

www.GreenSpaceRomeo.org

Green Space Romeo Mission

The mission of Green Space Romeo is to acquire and preserve the property at 297 Prospect Street in Romeo, Michigan as public green space for the benefit of all community members and to promote and support green spaces throughout the region for health and wellness, educational opportunities and improvement to the environment and the quality of life. (Adopted 2/13/ 2025)

Green Space Romeo is a Michigan nonprofit corporation and an IRS 501(c)3 tax-exempt nonprofit organization. All contributions are tax-deductible as provided by law.

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Green Space Romeo Leadership

Board of Directors

The Board of Directors was formed in December 2024 and is responsible for all legal and regulatory compliance obligations as well as the long-term management of Green Space Romeo and its projects. All current members are founding Directors with terms starting November 2024 and ending November 2027. Priority tasks for the Board in 2025 include the development of a 5-year strategic plan that identifies action priorities and funding sources, expansion of the Board, development of working Committees and formalization of a Board of Advisors.

Donna Folland – Chair



Donna Folland is a lifelong conservationist and advocate for community parks and open space. She has over 25 years of experience working for nonprofits or local governments, including one year with The Nature Conservancy, 2 years with the Pennsylvania Department of Agriculture, both in Harrisburg, Pennsylvania; 11 years as executive director of Six Rivers Land Conservancy in Rochester, Michigan; and 14 years in her current position as a planner with Oakland County Parks and Recreation in Waterford, Michigan. She was a founding board member of the Michigan Wetlands Association, based in Lansing, Michigan. As Board Chair, Donna expects to plan and facilitate board meetings, help facilitate

the adoption of policies and other organizational documents and participate in strategic planning to chart a path for the future of the organization. She will also focus on grants and fundraising for the development and long-term stewardship of Green Space on Prospect Street.

Kimberly Voss – Vice Chair



Kimberly Voss is a retired secondary public educator. She taught American History and various Social Studies electives at the high school level for 27 years. For 20 years she taught Advanced Placement American History to enable students to achieve college credit while in high school. Kim was additionally a high school administrator for 8 years and worked 5 years as a central office administrator where she worked with curriculum leaders and oversaw district-wide testing and data decision-making. Kim expects to facilitate the application of state educational standards as the organization plans for and adopts educational programming for Green

Space Romeo.

Board of Directors, continued

Kristin Brewer – Secretary



Kristin Brewer is a certified speech language pathologist and special education teacher. She worked in Austin, Texas with students with hearing impairment, autism, learning disabilities, and intellectual disabilities for over 20 years and taught English as a Second Language to Adults for Utica Community Schools in Michigan. Kristin has extensive volunteer experience in Austin, Texas including Parent Teacher Association (president, vice president, event chair, membership chair, and volunteer coordinator), Girl Scouts of America (troop leader, new leader mentor), and Impact Austin (member of the Education Grant Review Committee). Kristin was a founding member of MacCares, a parent group that assists the McCallum High School social worker in providing support to students experiencing homelessness and/or poverty. She has been involved with Green Space on Prospect Street for the last year and, as Board Secretary, will focus on keeping organizational records, recording meeting minutes, and assisting with correspondence, among other tasks.

Brian Minton – Treasurer



Brian Minton is a Master Electrician as well as the co-owner of an electrical contracting company based in Detroit. He has been in the electrical business for the past 25 years. He also has the pleasure of serving on the Romeo Village Planning Commission as well as the Zoning Board of Appeals. Brian and his family moved into one of Romeo's Historic homes in 2010. He believes in keeping Romeo's historic neighborhoods and streets a primary goal of the village. As a member of one of the local churches and a volunteer coach for Romeo FC he understands the importance of fellowship and gathering spaces for everyone to enjoy. As treasurer he will be tasked with ensuring every dollar spent is used wisely to advance the Green Space and maximize its potential for the community to enjoy.

Franco Folino - Director

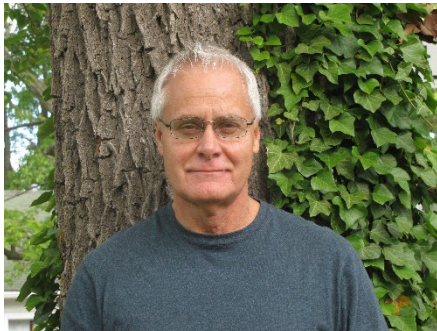


Franco Folino has been a commissioned officer in the U.S. Air Force for more than 16 years. He has been assigned to numerous duty stations within the United States as well as abroad in Europe. His service has taken him to countless destinations throughout the world. Franco has experience in Strategic Deterrence, Acquisitions, and Global Mobility Air Operations. He is a qualified pilot in the KC-135 Stratotanker and flies regularly from Selfridge Air National Guard Base. He is passionate about defending the freedoms we enjoy as Americans as well as being involved in the local community. Franco expects to be mainly involved in strategic planning to chart a path for the future of the organization as well as assisting other board members with their duties.

Leadership Team

In 2023, an ad hoc group of residents began meeting to discuss options and to communicate with the Board of Education regarding 297 Prospect Street. This group was founded and led by Richard Cory who, in April 2023, put a flyer on doors throughout the Village inviting people to meet and discuss. The Leadership Team was formed in October 2023 to formalize plans and communication and build a unified vision for the green space. Team members included current board members Donna Folland and Franco Folino, later joined by Kristin Brewer. We are grateful to Richard Cory for the remaining Leadership Team members Richard Cory, Elizabeth Miller and Rob Wing, who plan to continue their involvement as committee co-chairs and their roles as community leaders.

Richard Cory



Richard Cory has worn many hats since graduating from Romeo in 1967. His first job out of college he was the Director of the Romeo Community Center, and he helped start Parks and Rec in the 70's. In the 80's he helped start WBRW Channel 6. He was the Bruce Township Supervisor for 8 years from 2012-2020. Plus, he just finished his 38th year of being the Voice of the Bulldogs. The community has recognized his commitments to our area by giving him the Chamber's Lifetime Achievement Award and in 2002 Romeo Community School gave him the Volunteer of the Year

award. He was the 2010 Grand Marshall of the Peach Parade. So, it is easy to say that he bleeds Romeo red. "I have been involved and helped many projects and people over the years and have enjoyed every minute of it. Now being involved with Green Space Romeo has been so rewarding helping to bring so many people and groups together for this once in a lifetime opportunity to save a historical property."

Elizabeth Miller



Elizabeth Miller has been a lifelong lover of all things outdoors. She spent many childhood days roaming the woods of Wisconsin & Minnesota. Motherhood helped her remember all the things taught by her parents about being resourceful in reusing available resources, growing your own food and growing flowers for the sheer pleasure of it. Those 3 children are now adults and living lives of their own, practicing many of the lessons handed down through the generations.

As a volunteer, Elizabeth has been a master gardener, co-founded Green Earth Kid's Club at Amanda Moore Elementary School, served on the Romeo District Library Board for 14 years and enjoys delivering Meals on Wheels. She manages the social media pages for Green

Space Romeo / Green Space on Prospect Street.

When not working in her gardens, walking or reading a book, she enjoys spending time with her standard poodle Scooter and cat Cali.

Leadership Team, continued

Rob Wing



Rob Wing was born in London England and immigrated to Canada at three years of age, then moving to the U.S. when he was in the first grade. Rob went to college at Lake Superior State College in Sault Ste Marie, Michigan. He has worked for a small landscape garden center and garden supermarket. Rob has always enjoyed visiting his birth country and the wonderful gardens there, inspiring him to continue to embrace green space in our own community and home.

Board of Advisors

We have relied on the expertise of scientists, professionals and other subject matter experts throughout the development of the green space project. We are in the process of formalizing these relationships into a Board of Advisors, which will also serve as a pathway to becoming a member of the Board of Directors. Included in our vision for the Board of Advisors is the creation of positions for RCS teachers at the elementary, middle school and high school level and a position for one or more high school student interns.

Committee Structure

The following committees have been identified. Committees will have 2 co-chairs; one co-chair will be a member of the Board of Directors. Initial committee membership were identified via a community survey in 2024. Confirmation of co-chairs and committee members is in process.

Site Planning and Access

- Continue site plan development in collaboration with technical advisors and consultants
- Review all site plans and program plans for accessibility by people of all abilities
- Review all site and development plans for compliance with local ordinances and permitting requirements

Arboretum Committee

- Arboretum certification and maintenance in coordination with ArbNet (<https://www.arbnet.org>)
- Arboretum collection management in collaboration with partners and technical advisors

Stewardship Committee

- Plant and care for trees and shrubs

Committee Structure, continued

- Care for native plants and grasses
- Label plants and trees, species inventories, field research projects
- Learn about bees, birds, pollinating insects and other animals; share learning with others

Grounds and Infrastructure Committee

- General maintenance to keep pathways clear and trash picked up
- Inspect amenities, equipment and infrastructure, repair or recommend repairs
- Operate electric riding lawn mower and other grounds equipment
- Clear snow in winter from sidewalk
- Small scale construction projects

Outreach Committee

- Communication - newsletter, web updates, emails, social media
- Event planning and hosting
- Technical applications – QR codes, artificial intelligence, augmented reality
- Public and community engagement - surveys, presentations, public speaking
- Volunteer training and management

Fundraising Committee

- Fundraising events
- Annual fundraising campaign
- Major donor development
- Grant writing for site development and educational projects

Research, Education and History Committee

- Education research and planning in collaboration with partners, educators and students
- History research and planning in collaboration with partners
- Lead programs, prepare for programs by others
- Learn about the history of the site and people's connection to the land; give tours; tell stories; listen to stories

Green Space on Prospect Street History

Embrace Nature, Celebrate History

Location

The Green Space on Prospect Street property is located at 297 Prospect Street in Romeo, Michigan. This almost 5-acre area consists of three parcels and has an undeveloped street, Thompson Place, running east/west in the northern half of the property. It has been an educational site since the first half of the nineteenth century starting with The Dickinson Institute, followed by Romeo High School, Junior High School and, lastly, Middle School.

Early history – the Anishinaabe

The land we call 297 Prospect Street resides on the ancestral, traditional, and contemporary lands of the Anishinaabe, known as the Three Fires Confederacy, comprised of the Ojibwe, Odawa, and Potawatomi. Evidence of a Native presence on and near this land includes its location along a significant Native trail and an Anishinaabe village that once existed nearby.

Educational history

Prior to any building at 297 Prospect Street, Romeo had already established itself as a leader in education with the Romeo Academy and later the University of Michigan Romeo Branch. Both institutes occupied a building around the corner at 200 Church Street. The Romeo Academy opened in 1835 and transferred over to U of M in 1843. The U of M branch campuses were secondary schools designed to prepare students for the University. The Romeo Branch closed in 1851, but the school building was used by the Romeo Community Schools district until 1901 when it was demolished to build new homes. In 1932, the Romeo Monday Club erected a plaque at 297 Prospect Street honoring the education that took place on these properties – the Romeo Branch of the University of Michigan, as well as the Dickinson Institute, established in 1854.



Image (above right): Illustration of the building that served the U of M Romeo Branch

The Dickinson Institute was the first building on the site now known as 297 Prospect Street. The Institute continued until 1867 and was repurposed as the Union School for a time. The first Romeo



High School building was constructed in 1885 to the north of the Institute. The Dickinson Institute building was removed later in 1885. In 1927, a much larger high school building was added onto the original building. The old high school building remained in place until being demolished in 1966, before expanding the facility with additions in 1967. All buildings were removed in 2021.

Image (left): Postcard image of the original Romeo High School

297
Prospect
Street
1990 Aerial
Photo

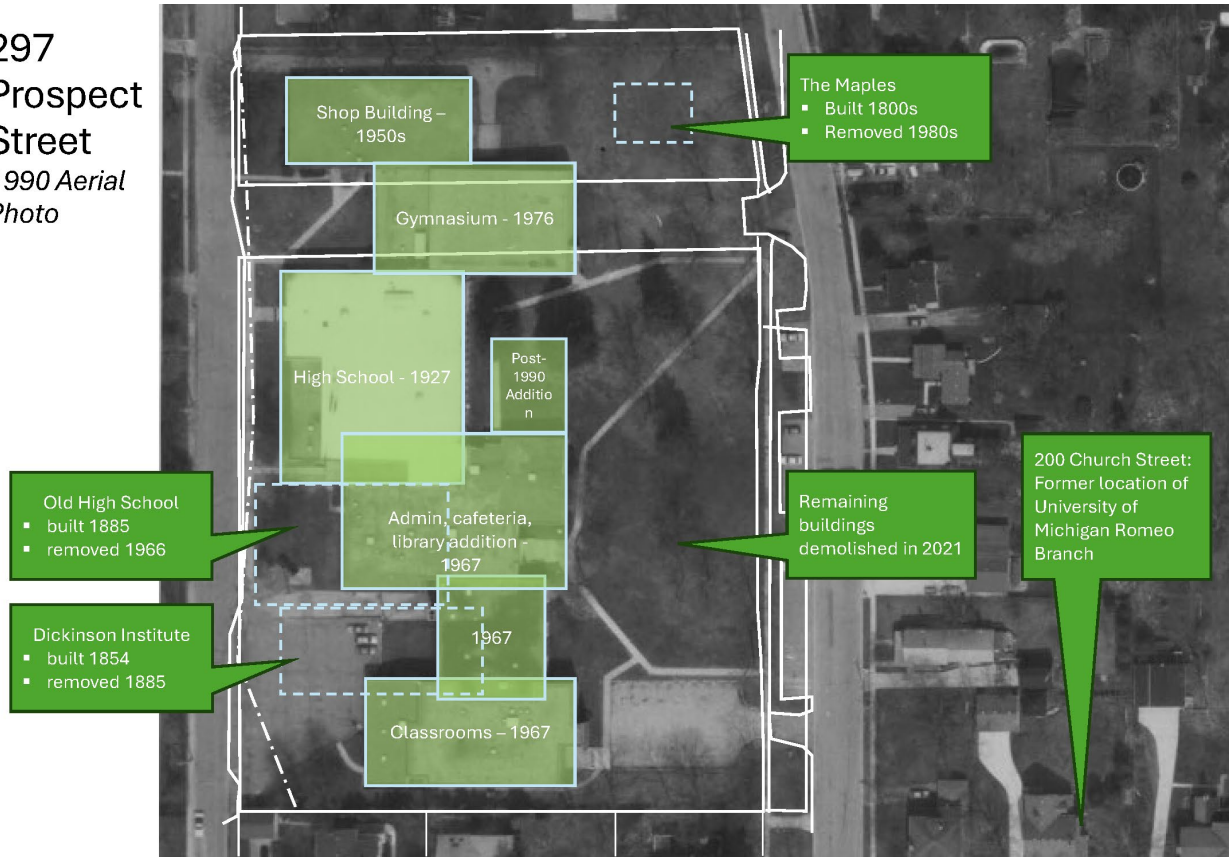


Image (above): aerial photograph showing the history of education buildings on and near the site

Project History

297 Prospect Street is owned by Romeo Community Schools Board of Education (BOE). All the buildings on site were demolished in 2021. In 2023, the BOE released a request for proposals (RFP) to sell the property for development and did not accept any of the proposals they received. In response to requests from a group of citizens (later to become the volunteer Green Space on Prospect Street (GSOPS) group), the BOE passed a resolution giving the citizens groups until June 1, 2024, to present a feasible plan for preservation of the property. In May 2024, this resolution was extended to November 1, 2024.



Image (above right): Demolition of the Romeo Middle School in 2021. The former main entrance of the 1927 high school building is seen.

Accomplishments in 2024

In 2024, GSOPS created a shared vision to acquire 297 Prospect Street to create public green space and an arboretum. We celebrated and shared information about the community benefits and

opportunities of this green space – ecological, social, wellness, educational and historical. Public green space promotes health, wellness and equity in our community, making it a place where people want to live and visit. The site plan we created proposed planting trees, re-introducing nature and installing low-maintenance improvements to create a space where kids can play and learn, and we can all enjoy nature.

Important partnerships were established in 2024 – a project fund with Four County Community Foundation, bridge financing for the acquisition from Tri-County Bank, as well as collaborative partnerships throughout the community. We gathered more than 400 followers on our email list, with many more on social media and hosted six community meetings and five major events for fundraising and awareness. More than 200 people and organizations either pledged or donated to the acquisition fund, raising \$425,000.

Image (below): Friends and families enjoy a musical summer evening in support of Green Space on Prospect Street.



At the end of 2024, Green Space Romeo was established as an IRS tax-exempt non-profit corporation ready to receive grants and donations, conduct transactions, own property, and manage the future green space. The mission of Green Space Romeo is to acquire and preserve the property at 297 Prospect Street in Romeo, Michigan as public green space for the benefit of all community members and to promote and support green spaces throughout the region for health and wellness, educational opportunities and improvement to the environment and the quality of life.

Acquisition proposal in 2024

In December 2024, we made an offer to purchase \$605,000, based on the money raised plus financing and the ability to sell the two smaller parcels if needed to pay off financing. The offer was not formally considered by BOE and there was no opportunity to negotiate. The information received via attorneys was that the offer was too low, they did not like the consideration of selling the smaller parcels, and any subsequent offer would only be considered via a new RFP process

Upcoming acquisition proposal in 2025

A new RFP was released in February 2025. The good news is that the RFP process is more transparent and straightforward this time. Additionally, it considers the positives of community benefits and provides that highest bid is not the only consideration in evaluating bids. Sealed bids are due March 14, and the Green Space Romeo Board of Directors intends to submit a bid that is significant but does not endanger the viability of the future green space with lingering debt and a lack of resources for the future.

To accompany our bid, we will also demonstrate to the BOE the strength of community support for the green space proposal. To this end we are soliciting survey results, letters to the Board of Education from community members, a petition drive, and encouraging community members to attend Board of Education meetings. We will reiterate to the BOE and the public the valuable opportunities of green space at 297 Prospect Street – ecological, social, wellness, educational and historical. We will invite the BOE and district educators to provide input on green space development and its relevance and usefulness to district curriculum.

Finally, with an eye to the future, we will demonstrate to the BOE and the public that Green Space Romeo has the skills, expertise and capacity to manage the property – non-profit/tax-exempt status, volunteer structure, professional skillsets. We are ready to oversee arboretum development and certification and organize volunteers who will care for the green space and interact with the public. We will team up once again with the Four County Community Foundation to establish a Green Space Romeo endowed fund for stewardship, education and continued improvement of the green space and arboretum. Beyond the Green Space on Prospect Street, we will promote and support similar efforts throughout the region.

Contact

For more information, please visit our website at

<https://www.greenspaceroomeo.org/>

or contact:

Donna Folland

Chair, Green Space Romeo

GreenSpaceRomeo@gmail.com

248-736-1649



Image (above right): 2024 drone photograph of the property at 297 Prospect Street.

Image (below): Gathering of supporters in 2024 to celebrate that “This Place Matters”.



Green Space Romeo

Bylaws

Adopted 12/16/2024

ARTICLE I

Board of Directors

Section 1. Directorship. The Corporation is organized upon a directorship basis. The property, business and affairs of the Corporation will be governed by its Board of Directors.

Section 2. Number of Directors. The Board of Directors of this Corporation will consist of not less than 5 nor more than 11 persons, as determined by the Board of Directors, which number shall include the Immediate Past Chair who will serve as an ex-officio voting Director.

Section 3. Term of Office. The terms of the Directors will be staggered so that at each annual meeting, approximately one-third of the Directors will be elected. Except for the Immediate Past Chair, the term of office of any Director will be for three years from the date of his or her election or appointment by the affirmative vote of a majority of the Directors then in office and continue until his or her successor has been elected and qualified. The Immediate Past Chair will serve as a Director for a term commensurate with his or her term as Immediate Past Chair. If the Director is appointed to fill a vacancy, it will be for the remainder of the term to which the Director is succeeding.

Section 4. Resignation, Removal and Vacancies. A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Director may be removed, either with or without cause, by the affirmative vote of a majority of the Directors then in office.

If a vacancy has occurred among the members of the Board as a result of death, resignation, removal, or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

Section 5. General Powers as to Negotiable Paper. The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 6. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the Chair or Vice Chair, and, if necessary, attested by the Secretary or the Treasurer.

Section 7. Compensation. Directors will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director, as authorized by the Board of Directors.

ARTICLE II

Membership

Section 1. Members. Non-voting membership in the Corporation shall be open to individuals, organizations, institutions, and corporations interested in advancing the purposes of the Corporation and will consist of such classes and be based on such conditions as determined by the Board of Directors from time to time.

ARTICLE III

Meetings

Section 1. Annual Meeting. The annual meeting of the Directors of the Corporation will be held at the principal office of the Corporation prior to the renewal of the fiscal year (January 1), or at any other place and date as designated by the Directors for the purpose of electing Directors and Officers for the ensuing year, presenting to the Directors a copy of the Corporation's financial report for the preceding fiscal year and for the transaction of other business properly brought before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. At least four regular meetings of the Board must be held each year, including the Annual Meeting.

Section 3. Special Meetings. Special meetings of the Directors may be called by the Chair and will be called by the Chair or Secretary at the direction of not less than three Directors or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the Chair or Secretary and stated in the notice of meeting. Any request for a meeting by the Directors must state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given personally, by mail or by electronic message to each Director not less than ten days before a regular meeting and not less than two days before a special meeting. Notice by electronic transmission will be deemed given when electronically transmitted to the person entitled to notice in a manner authorized by the person. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Quorum and Voting. One-half of all the Directors will constitute a quorum of the Board of Directors at any meeting. The vote of a majority of the Directors present at a meeting at

which a quorum is present will constitute the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 6. Conduct at Meetings. Meetings of the Directors will be presided over by the Chair. In the absence of the Chair, the Vice Chair will preside. In the absence of Chair and Vice Chair, Directors present at the meeting will designate another presiding Officer. The Secretary or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 7. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors consent in writing, including by electronic transmission such as email, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Directors.

Section 8. Participation by Remote Communication. A Director may participate in a meeting of Directors by conference telephone or other means of remote communication if all individuals participating in the meeting may communicate with the other participants. Participation in a meeting pursuant to this section constitutes attendance in person at the meeting.

ARTICLE IV

Officers

Section 1. Election or Appointment. The Board of Directors will elect a Chair, a Vice Chair, a Secretary, and a Treasurer at each annual meeting. The Chair, Vice Chair, Treasurer and Secretary will be elected from among the Board of Directors. The Directors may also appoint any other Officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

Section 2. Term of Office. The term of office of all Officers will commence upon their election or appointment and will continue until the until the next annual meeting of the Corporation two years hence and until their respective successors are chosen or until their resignation or removal. The term of office of all Officers is two years unless otherwise determined by a majority of Directors.

Section 3. Removal from Office. Any Officer may be removed from office at any meeting of the Directors with cause, by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the best interest of the Corporation will be served. An Officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 4. The Chair. The Chair will be the chief governing Officer of the Corporation. The Chair will see that all orders and resolutions of the Board of Directors are carried into effect. The Chair or Vice Chair will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person. The Chair will preside at meetings of the Directors and in his or her absence, the Vice Chair

will preside. In the absence of Chair and Vice Chair, Directors present at the meeting will designate another presiding Officer.

Section 5. Vice Chair. The Vice Chair will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and will perform any other duties prescribed by the Board of Directors or the Chair.

Section 6. The Secretary. The Secretary will attend meetings of the Board of Directors and record or cause to be recorded and keep the minutes of all proceedings to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Board of Directors for which notice may be required and will perform any other duties prescribed by the Directors.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

Section 8. Immediate Past Chair. The Chair will serve as Immediate Past Chair for a two-year term immediately following his or her term as Chair. The Immediate Past Chair shall serve as a resource to the board and current Chair. The Immediate Past Chair shall serve as an ex-officio voting member of the Board.

ARTICLE V

Committees

Section 1. Executive Committee. The Board of Directors shall establish an Executive Committee consisting of the Chair, the Vice Chair, the Secretary, the Treasurer, and the Immediate Past President. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board of Directors, except that such Executive Committee will not have power or authority to:

- a. Amend the Articles of Incorporation;
- b. Adopt an agreement of merger or conversion;
- c. Approve the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
- d. Approve the dissolution of the Corporation or a revocation of a dissolution;
- e. Amend the Bylaws of the Corporation;
- f. Fill vacancies on the Board; or

- g. Fix compensation of the Directors for serving on the board or on a committee.

Section 2. Other Board Committees. The Board of Directors may designate other Board committees consisting wholly of Directors as committee members, as it deems appropriate. The Board committees will have the powers or authority of the Board in the management of the business and affairs of the Corporation as the Board delegates to them, except as limited by these bylaws, by law or by Board resolution.

Section 3. Non-Director Committees. The Board of Directors may designate other committees consisting, in part, of individuals who are Directors or Officers of the Corporation and some or all of whom may be other individuals who are not Directors or Officers of the Corporation. Committees appointed under this section may not exercise the power or authority of the Board in the management of the business and affairs of the Corporation but may perform under the direction of the Board those functions determined from time to time by the Board.

Section 4. Procedure. All Committees, and each member thereof, will serve at the pleasure of the Board of Directors. The Board of Directors will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting. Committee chairs shall be approved annually by the vote of a majority of the Board of Directors at the Annual Meeting.

ARTICLE VI

Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or Officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, Officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, Officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person 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 person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or Officer of the Corporation. Indemnification may continue as to a person

who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, Officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VII

Conflicts of Interest

Section 1. Conflict of Interest Policy. The Board of Directors shall adopt a Conflict of Interest Policy that applies to Directors and Officers and Members of a Committee with Board delegated powers.

b. The purpose of the Policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a Director or Officer or Member of a Committee with Board delegated powers or might result in a possible excess benefit transaction. The Policy will provide definitions and processes to identify "independent" Directors, to identify and disclose of conflicts of interest, to address conflicts of interest, and to address violations of the Conflict of Interest Policy.

c. The Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

d. The Policy will be reviewed annually by the Board of Directors.

Section 2. Conflict of Interest Annual Statement. The Policy shall require Directors and Officers and Members of a Committee with Board delegated powers to complete and sign the Conflict of Interest Annual Statement.

ARTICLE VIII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation will end on the last day of December.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Directors of the Corporation then in office.

Section 3. Loans and Guarantees. The Corporation will not provide loans to or guarantee obligations of an Officer or Director of the Corporation, unless expressly permitted under State law.

Bylaws Revision History

Adopted 12/16/2024

Green Space Romeo

Conflict of Interest Policy

Adopted 12/16/2024

ARTICLE I

Purpose

This policy applies to Green Space Romeo (“GSR”) Directors and Officers and Members of a Committee with Board delegated powers.

- a. The purpose of this Board Conflict of Interest Policy is to protect GSR’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an Officer or Director of GSR or might result in a possible excess benefit transaction.
- b. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
- c. This policy is also intended to identify “independent” Directors.

ARTICLE II

Definitions

Section 1. Interested Person. Any Director, principal Officer, or member of a Committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which GSR has a transaction or arrangement,
- b. A compensation arrangement with GSR or with any entity or individual with which GSR has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GSR is negotiating a transaction or arrangement.

Section 3. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

Section 3. Independent Director. A Director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until such definition is available, the Director:

- a. is not, and has not been for a period of at least three years, an employee of GSR or any entity in which GSR has a financial interest;
- b. does not directly or indirectly have a significant business relationship with GSR, which might affect independence in decision-making;
- c. is not employed as an executive of another corporation where any of GSR’s executive Officers or employees serve on that corporation’s compensation Committee; and
- d. does not have an immediate family member who is an executive Officer or employee of GSR or who holds a position that has a significant financial relationship with GSR.

Section 4. Nonfinancial Interest. A nonfinancial interest might influence an Officer’s, Director’s, or Committee member’s participation or vote in an action of the Officer’s, Director’s, or Committee member’s duties:

- a. The person’s relationship as an unpaid volunteer, Officer or Director of an organization that may be affected, directly or indirectly, by action to be taken, or not taken, by GSR.
- b. The person’s personal, political, religious, friendship, or personal relationships which may be affected by an action to be taken, or not taken, by GSR.

ARTICLE III

Procedures

Section 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.

Section 2. Disclosure of Nonfinancial Interests. Directors shall disclose nonfinancial interests generally in their annual statement, and specifically as individual interests arise. Nonfinancial interests are expected and shall not be reviewed unless a Board member (including the affected member) requests that the interest be reviewed under the Conflict of Interest Policy.

Section 3. Recusal of Self. Any Director may recuse himself or herself at any time from involvement in any decision or discussion in which the Director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

Section 4. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest all material facts will be disclosed and reviewed, including discussion with the interested person. Upon request by a Board member the material facts of a nonfinancial interest will be

reviewed, including discussion with the interested party. Then the potentially conflicted Member shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

Section 5. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or other matter involving the possible conflict of interest.
- b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or Executive Committee shall determine whether GSR can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a financial conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a financial conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in GSR's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 6. Violations of the Conflicts of Interest Policy

- a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the Board and all Committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the

financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

a. A voting member of the Board who receives compensation, directly or indirectly, from GSR for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from GSR for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from GSR, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

ARTICLE VI

Annual Statements

Section 1. Annual Statement. Each Director, principal Officer and member of a Committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Conflict of Interest Policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands GSR is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 2. Independent Director Statement. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent Director.

Section 3. Revision of Annual Statements. If at any time during the year, the information in the annual statement changes materially, the Director shall disclose such changes and revise the annual disclosure form.

Section 4. Executive Committee Oversight. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

ARTICLE VII

Periodic Reviews

Section 1. Periodic Reviews. To ensure GSR operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to GSR's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII

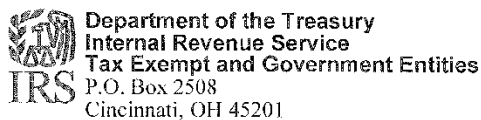
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, GSR may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Conflict of Interest Policy Revision History

Adopted December 16, 2024

IRS Tax Exemption Letter



GREEN SPACE ROMEO
252 CHURCH STREET
ROMEO, MI 48065

Date:
12/19/2024
Employer ID number:
33-1951956
Person to contact:
Name: M. Meyer
ID number: 0194918
Telephone: 877-829-5500
Accounting period ending:
December 31
Public charity status:
509(a)(2)
Form 990 / 990-EZ / 990-N required:
Yes
Effective date of exemption:
November 8, 2024
Contribution deductibility:
Yes
Addendum applies:
No
DLN:
26053732006794

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,

Stephen A. Martin
Director, Exempt Organizations
Rulings and Agreements

Letter 947 (Rev. 2-2020)
Catalog Number 35152P