Green Space Romeo

Bylaws

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. In the case where the number of total Directors is odd, one-half of all the directors rounded up to the next whole number will constitute the quorum. 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, amended 3/14/2026