

SUNBURY URBAN FARM BYLAWS

Established February 6, 2017

ARTICLE 1 CORPORATE IDENTITY AND PURPOSES

1.1 Purpose of the Corporation. Sunbury Urban Farm (SUF) purpose is to promote the values of self-reliance, stewardship, and service; and to educate and inspire in equal measure the public, especially children, as to the importance of agriculture, nutrition, sustainability, and the environment. The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. SUF has all the powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Ohio.

ARTICLE 2 OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at such location in Ohio as the Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE 3 MEMBERS

3.1 Membership Corporation. The Corporation shall have no members.

ARTICLE 4 DIRECTORS

4.1 Powers. The Directors shall have all powers and duties for the conduct of the activities of the Corporation except as otherwise required by these Bylaws or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Ohio.

4.3 Number, Election, Term. The Board of Directors shall consist of not fewer than three (3) nor more than twelve (12) persons as determined by the Board. Directors shall be chosen annually by the Directors at the annual meeting of the Directors and shall serve for terms of three (3) years and until their successors are elected and qualified. No person elected as a Director after January 6, 2008, shall be eligible for reelection for one year after twelve successive years of service on the Board; provided, however, that the Board may, at any time in its discretion, suspend the operation of this provision with regard to any Director serving as an officer of the Corporation. As nearly as possible, an equal number of terms shall expire each year.

4.4 Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.5 Quorum. A majority of all Directors shall constitute a quorum of the Board, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

4.6 Vote. Each Director shall be entitled to one (1) vote.

4.7 Unanimous Consent of Directors in Lieu of Meeting. Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing or via e-mail to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

4.8 Annual Meeting. The annual meeting of the Directors shall be held in January of each year at the registered offices of the Corporation, or upon five (5) days notice at such other time and place as the Directors shall determine.

4.9 Regular Meetings. There shall be regular meetings of the Board of Directors each month of the year on such a day of the month as is satisfactory to all members of the Board.

4.10 Special Meetings. Special meetings of the Board may be called by the President or by one-quarter of the Directors at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

4.11 Teleconference Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other.

4.12 Evaluation. The Directors shall at least every other year evaluate their own performance and the composition of the Board in terms of the skills, experience and contributions of its members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

4.13 Disposition of Real Property. The Corporation shall not purchase real property or sell, mortgage, lease away, or otherwise dispose of, or encumber, its real property unless authorized by the vote of two-thirds of all of the Directors then in office.

ARTICLE 5 OFFICERS

5.1 Positions, Election, Term. The officers of the Corporation shall include a President, a Secretary and a Treasurer, who shall be elected by the Directors from among the Directors at the annual meeting of Directors and shall serve for a term of one year and until their successors are elected and qualified. The Directors may elect such other officers or assistant officers, who need not be members of the Board, as they deem appropriate from time to time.

5.2 Consecutive Terms. Officers may be elected for consecutive terms.

5.3 Duties. The duties of the officers shall include the following:

(a) The President shall preside at all meetings of the Directors and Executive Committee; shall generally supervise of the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee.

(c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board or by the President.

(d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.

5.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

ARTICLE 6 COMMITTEES

6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

(a) The filling of vacancies on the Board.

(b) The adoption, amendment or repeal of the Bylaws.

(c) The amendment or repeal of any resolution of the Board.

(d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

6.2 Appointment to Committees. Unless otherwise determined by the Board, the President shall appoint members of all committees.

6.3 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Corporation and shall have only other such responsibilities and duties as delegated to them by the Board or the President.

6.4 Executive Committee. The Executive Committee shall be composed of the officers of the Corporation. The Executive Committee shall be authorized to act for the Board between its regular meetings, except as otherwise provided by these Bylaws or by resolution of the Board, or forbidden by the Act. The Executive Committee shall not have authority to fill vacancies in the Board of Directors or officers of the Corporation, to amend or repeal the Bylaws, or to take any action on behalf of the Corporation that requires more than a majority vote of the Board of Directors.

ARTICLE 7 RESIGNATION AND VACANCIES

7.1 Resignations. Any Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

7.2 Filling Vacancies.

(a) If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, removal, disqualification or otherwise, the Directors in office may choose a person or persons who may serve as a Director for the remainder of the applicable term(s).

(b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, removal, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

ARTICLE 8 MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without Ohio as the Board may from time to time determine.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by electronic mail, to that person's address (mailing or e-mail address) appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or deposited with a courier service for delivery to such person or, in the case of facsimile or electronic mail, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE 9 LIABILITY AND INDEMNIFICATION

9.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

9.2 Indemnification. SUF shall indemnify any person who is or was a member of the Board of Directors, or an officer of the corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person, in connection with actions suits or proceedings, or threats of same, against such person by reason of the fact that such person is or was a member of the Board of Directors or an officer of the corporation, to the extent authorized by the laws of the State of Ohio. SUF is authorized to purchase and maintain insurance covering such liabilities.

ARTICLE 10 AMENDMENTS

10.1 The Articles of Incorporation of the Corporation and the Bylaws may be amended by a vote of two-thirds of all Directors at any duly convened meeting of Directors after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 11 MISCELLANEOUS

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

11.2 Conflicts of Interest. No contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:

(a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

11.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

11.4 Bond. If required by the Board, any person shall give bond for the faithful discharges of his or her duty in such sums and with such surety as the Board shall determine.

11.5 Corporation Seal. The Board of Directors shall provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name Sunbury Urban Farm and the words "Corporate Seal, Ohio."

11.6 Dissolution. In the event of the dissolution of this corporation, any assets remaining after payment of all obligations shall be distributed only for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code, or successor provision.

11.7 Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the laws of the State of Ohio or under the provisions of the article for incorporation or the bylaws of SUF, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Adopted: _____