

BYLAWS
OF
SOUTHSIDE PLACE COMMUNITY GARDEN
(a Texas Non-Profit Corporation)

ARTICLE I.

Identification

Section 1. Name. The name of the corporation is SOUTHSIDE PLACE COMMUNITY GARDEN, a Texas non-profit corporation (hereinafter referred to as the “*Corporation*”).

Section 2. Registered Office and Registered Agent. The registered office and the name of its registered agent will be set forth in the Corporation’s Certificate of Formation. The Corporation may change its registered office or change its registered agent, or both, by filing a statement of change in the Office of the Secretary of State of the State of Texas.

Section 3. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year until such date is changed by resolution of the Board of Directors.

ARTICLE II.

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of Directors shall be no fewer than three (3). The Board in its discretion may elect a Chairperson of the Board who shall preside at Board meetings and generally manage the affairs of the Board; otherwise, the President of the Corporation shall preside. The initial Board of Directors shall consist of the Directors named in the Certificate of Formation. Thereafter, the number of the Directors shall be determined from time to time by resolution of the Board of Directors at any meeting thereof. One Director may be a resident of the greater Houston, Texas area but need not be a resident of the City of Southside Place; all of the other Directors shall be citizens of the City of Southside Place.

Section 3. Election of Directors. At the annual Board of Directors meeting, the Board of Directors shall elect the persons who shall serve as a Director to fill any vacancies, with such newly elected Directors to take office immediately following the adjournment of such meeting.

Section 4. Removal. Any Director may be removed from the Board of Directors, with or without cause, by the affirmative majority vote of the Directors then serving.

Section 5. Vacancy. A Director appointed to fill a vacancy shall fill the unexpired term of his predecessor in office.

Section 6. Place of Meetings. All meetings of the Board of Directors of the Corporation may be held either within or without the State of Texas.

Section 7. First or Annual Meetings. The first or annual meeting of the Board of Directors shall be held at such time and place, either within or without the State of Texas, as determined by the Directors, and if not determined by the Board of Directors, to be determined by the President.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held upon such notice and at such time and place, either within or without the State of Texas, as shall from time to time be determined by the Board which shall be in any case at least once per year.

Section 9. Notice. Any notice to Directors shall be in writing and shall be delivered personally or mailed to the Directors at their respective addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice to Directors may also be given by telegram or facsimile or electronic mail.

Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Formation or of these Bylaws, 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.

Section 10. Special Meetings. Special meetings of the Board may be called by the Chairperson or President on two (2) days' notice to each Director, either personally or by mail, telephone or by telegram or facsimile or electronic mail; special meetings shall be called by the Chairperson or President in like manner, and on like notice, on the written request of two (2) Directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the record books for the Corporation, with postage thereon prepaid. Waiver by a Director in writing of notice of a special Directors' meeting, signed by him, whether before or after the time of such meeting, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Unless otherwise required by law or the Certificate of Formation neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 11. Quorum. At all meetings of the Board of Directors the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the

transaction of business. The act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, or by the Certificate of Formation, or by these Bylaws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

Section 12. Compensation of Directors. Directors shall not receive any stated salary for their services, but may be reimbursed for reasonable expenses, after review and approval by the Treasurer. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

Section 13. Informal Action by Board of Directors. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Directors.

Section 14. Resignation. Each Director shall have the right to resign at any time upon written notice thereof delivered to the President or Secretary of the Corporation or to all remaining Directors of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 15. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors (even though less than a quorum) unless the Board has determined to reduce the number of Directors and for this reason elects no successor. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 16. Creation of Committees. The Board of Directors may establish and appoint committees as it deems necessary.

ARTICLE III.

Officers

Section 1. Number. The principal officers of the Corporation shall consist of a President and a Secretary, and such other officers as may be deemed necessary and elected or appointed by the Board of Directors, or chosen in such other manner as may be prescribed by these Bylaws, at such time and in such manner and for such times as the Board of Directors may prescribe. Any two (2) or more offices may be held by the same person.

Section 2. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage the

Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 3. Election, Term of Office and Qualification. The officers shall be chosen annually by the Board of Directors at its annual meeting or at a regular or special meeting as soon after such annual meeting as may conveniently be possible. Each officer shall hold office until his or her successor is chosen and qualified; or until his or her death; or until he or she shall have resigned or shall have been removed in the manner provided in Section 4 of this Article.

Section 4. 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 will be served thereby.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, President, or Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. Any vacancy in any office because of death, resignation, removal or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for the election or appointment to such office.

Section 7. President. The President shall place into operation such policies as shall be decided upon by the Board of Directors and communicated to the President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, deeds of trust, bonds, contracts, or other instruments that the Board of Directors has authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be delegated by the Board of Directors, by these Bylaws, or by statute to some other officer or agent of the Corporation; and, in general, the President shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Vice President. The Vice President, if any, shall perform the duties of the President in the event of the President's absence or inability or refusal to act. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 9. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be utilized by the Corporation; and (c) in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. In addition to fulfilling the foregoing duties, the Treasurer shall render to the Board of Directors, at the annual meeting of the Board, or when the Board so requires, an

account of all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 10. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; and (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.

ARTICLE IV.

Indemnification

Section 1. Indemnification and Expense Advances. The Corporation is authorized to and shall indemnify and advance expenses to Directors of the Corporation against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses in the manner prescribed in and to the maximum extent permissible under the Texas Business Organizations Code or any successor statute thereto. The Corporation shall indemnify and advance expenses to officers, employees and agents of the Corporation in the same manner and to the same extent that it indemnifies and advances expenses to Directors of the Corporation.

Section 2. Rights Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person referred to hereinabove may be entitled under any bylaw, agreement, vote of the disinterested Directors or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such position or office, and shall continue as to a person who has ceased to act in any capacity hereinabove named in this Article and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE V.

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts, or 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 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VI.

Exempt Activities.

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (the "*Code*"), or by an organization contributions to which are deductible under section 170(a)(1) of the Code by virtue of being charitable contributions as defined in section 170(c)(2) of the Code.

ARTICLE VII.

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE VIII.

Termination

The period of duration of the Corporation is perpetual. It may be dissolved, however, any time by the majority vote of the Board of Directors. Upon termination and dissolution of the Corporation, its assets shall be distributed exclusively to charitable organizations pursuant to the Code and selected by the Board of Directors.

ARTICLE IX.

Conflict of Interest Policy.

Section 1. Disclosure. Any Director with a potential or actual conflict of interest between the interests of the organization and Director's personal, family, financial, or professional interests shall disclose this conflict of interest to the Board of Directors on a timely basis. Should any Director become aware of a potential or actual conflict of interest involving a fellow Director that has not been disclosed, he or she shall ask the fellow Director to disclose the conflict, and if the fellow Director does not do so, shall bring the matter to the attention of the Board of Directors.

Section 2. Abstention. If a Director has a conflict of interest relating to any matter under consideration for a decision by the Board of Directors, he or she shall abstain from any vote, discussion (except as the remaining Board deems necessary for informational purposes), or any attempt to influence the decision of the Board on that matter. The Board may also require the Director to be excused from a meeting while the matter is being deliberated and voted on.

Section 3. Recording. The fact of a Director's disclosure and abstention shall be noted in the minutes of any meeting during which they occur.

Section 4. Board Independence. The Board shall make decisions in the best interests of the organization only and without regard to the personal, family, financial, or professional interests of any individual Director.

Section 5. Additional Policies. The Board may adopt additional, more detailed conflict of interest policies and procedures, which shall not be less restrictive than the provisions of this Article IX.

ARTICLE X.

Amendments

The power to alter, amend or repeal the Bylaws or to adopt a new set of Bylaws is reserved to the Board of Directors provided that the general substance of the proposed change of Bylaws be stated in the notice or waiver of notice applicable to the meeting at which such amendment, alteration, repeal or adoption is accomplished.

Adopted by the Board of Directors on
October 8, 2013

Julia C. Babcock
Julia Babcock, Secretary