

Amended and Restated Bylaws
of
Trees Indiana, Inc.

Adopted January 14, 2008
(A Public Benefit Corporation)

ARTICLE I - PURPOSES

Section 1. Purposes and Limitations on Purposes. The purposes and the limitations on purposes are those stated in Article II of its Articles of Incorporation.

ARTICLE II - OFFICES

Section 2.1. Principal and Registered Office. The principal and registered office shall be in Allen County, Indiana. It is currently at 5048 Stellhorn Road, Fort Wayne, IN 46815.

Section 2.2. Other Offices. The Corporation may have such other offices as the Board of Directors may fix from time to time.

ARTICLE III - MEMBERSHIP

Section 3.1. Membership. The membership of the Corporation shall consist of two (2) classes: Voting Members and Honorary Members. Memberships are not transferable.

Voting Members shall be those persons and organizations who evidence an interest in and support of the purposes and programs of the Corporation and who pay the dues set by the Board of Directors. The categories and amounts of Voting Member dues may be set from time to time by the Board after the proposed change has been sent to all Board members at least fifteen (15) and no more than forty-five (45) days before the meeting at which the Board acts.

The Corporation shall not purchase any membership of the Corporation.

Honorary Members shall be those persons who may be selected from time to time by the Board of Directors on the basis of their unusual contribution of services or property to the Corporation. No Honorary Member shall, as such, have any right to vote unless otherwise required by law.

Section 3.2. Denial of Membership; Expulsion of a Member. Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds (2/3) vote. For any cause other than nonpayment of dues, removal shall occur only after the member complained against has been advised that the complaint lodged against him or her and has been given reasonable opportunity for defense; and such member, if removed, may appeal from the decision of the Board to the annual meeting of the Corporation, provided that notice of intent to appeal is provided to the Secretary at least thirty (30) days in advance of the meeting.

Section 3.3. List of Members. A complete and accurate record of all members shall be kept at the principal office of the Corporation in a form that permits preparation of a list of their names and addresses, in alphabetical order by classes, showing the number of votes each member is entitled to cast.

The list may be inspected and copied, at the Corporation's principal office, by any member or his agent or attorney for any proper purpose at any reasonable time. The Corporation may impose a reasonable charge for copying the list. Proper purpose shall be determined under Section 27-2C of the Indiana Business Corporation Law.

ARTICLE IV - ACTIONS BY VOTING MEMBERS

Section 4.1. The Annual Meeting. The annual meeting of Voting Members shall be held at such date as may be determined by the Board of Directors at the principal office of the Corporation, or such other place as may be fixed by the Board of Directors. The Board shall call the meeting and fix the time and place at least thirty (30) days in advance. At the annual meeting, the officers of the Corporation shall present their annual reports, the election to the Board of Directors for the ensuing three-year term shall be held, and all such other business as may be properly brought before the meeting shall be transacted.

Section 4.2. Special Meetings Called by Corporation. A special meeting may be called at any time by the President or the Board of Directors. Special meetings may be held at the principal office of the Corporation, or at such other place as may be fixed by the President or the Board.

Section 4.3. Special Meetings Called by Members. A special meeting must be held if the holders of at least ten percent (10%) of the votes entitled to be cast on an issue proposed to be considered at the meeting sign, date and deliver to the Secretary of the Corporation at least one written demand for the meeting describing the purpose for which the meeting is to be held.

If such a demand is made:

- (a) the record date for determining the ten percent (10%) requirement is the thirtieth day before the delivery of the demand; and
- (b) if, within thirty (30) days after the demand has been delivered to the Secretary of the Corporation, the Corporation has not fixed a record date, and time and place for the meeting, and given notice, as provided in Section 4.7, to all members entitled to vote at the meeting, then any person who signed the demand may:
 - set the date, time and place of the meeting; and
 - give notice of the meeting as provided in Section 4.7.

Section 4.4. Action Without a Meeting. Any action required or permitted by law to be taken at a

special meeting of members may be taken without a meeting if:

- (a) a written ballot setting forth each proposed action and providing an opportunity to vote for or against each proposed action is delivered to each member entitled to vote on the matter;
- (b) the number of votes cast by ballot equals or exceeds the quorum which would be required to be met for a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at such a meeting; and
- (c) the ballot is accompanied by a solicitation for votes which indicates the number of responses needed to meet the quorum requirement, states the percentage of approvals necessary to approve each matter other than the election of directors and specifies the time by which the ballot must be received by the Corporation to be counted.

A ballot may not be revoked.

Section 4.5. Quorum. Ten percent (10%) of the votes entitled to be cast at a meeting or by ballot without a meeting constitutes a quorum for action by the Voting Members. A larger quorum can only be set with the approval of Voting Members.

Section 4.6. Record Date. At least ten (10) days before the date for sending notice of a meeting or for sending a ballot, the Board of Directors shall fix a record date for the meeting or action by ballot which is called by the Corporation. The date may not be more than seventy (70) days before the meeting or action for which it is set. This date is the date for determining the members entitled to vote at the meeting, or by ballot, they being the members whose dues for the current membership year have been paid on or before the record date.

Section 4.7. Notice of Meetings. After the Board of Directors has fixed a record date for determining the members entitled to vote at any meeting, a typed or printed notice stating the place, day and time of the meeting and the purposes for which the meeting is called, shall be prepared.

At least thirty (30) days before the date of the meeting the Secretary shall send the notice by mail to each member entitled to vote, addressed to the members' last address shown on the records of the Corporation.

If a meeting is adjourned to a later date, time or place and if the new date, time or place is announced at the meeting before adjournment, notice of the new date, time or place is not required. However, if a new record date is or must be set for the adjourned meeting, notice must be given as of the new record date.

Section 4.8. Waiver of Notice. Notice of any meeting may be waived by a member if in writing signed by the member and delivered to the Corporation for inclusion in its records.

Attendance by a member in person or by proxy waives:

- (a) objection to lack of notice or defective notice unless at the beginning of the meeting the member objects to holding the meeting or to the transaction of business at the meeting; and
- (b) objection to consideration of a particular matter that is not within the purposes described in the

meeting notice unless the member objects to consideration of the matter when it is presented.

Section 4.9. Voting at Meetings. Unless at least one-third (1/3) of the members entitled to vote are present in person or by proxy at an annual meeting, the only matters that may be voted on are those described in the notice of the meeting.

At a special meeting only those matters which are within the purposes described in the meeting notice may be conducted.

Only Voting Members whose dues for the current fiscal year have been paid by the record date are entitled to vote unless the right to vote is given by law to other members.

Each Voting Member has one vote on each matter on which a vote is duly submitted to the members or is required by law. When a quorum is present, a majority vote of the members present at a meeting or voting by ballot is the action of the members unless a larger number is required by the Restated Article of Incorporation, these Bylaws or law.

Voting Members may vote in person or by written proxy. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly stated on its face. A Voting Member present at the meeting and having the right to vote may vote in person, even though the member has returned a proxy. If the member votes in person, the proxy shall not be counted.

Section 4.10. Validity of Waiver, Proxy or Vote. If the validity of the name signed on a member's waiver, proxy or vote is uncertain, its validity shall be determined as provided in Section 11-9 of the Act. [Indiana Code: Non-Profit Corporation Law: 23-17-11-9]

Section 4.11. Voting List. After a record date is set for a meeting or action by ballot, a list of the names and addresses of the members entitled to vote shall be made available for inspection and copying to those members entitled to vote, or their agents appointed in writing, for the purpose of communicating with other members concerning the meeting or action. The list shall be available at the Corporation's principal office beginning five (5) business days before the meeting and through the conduct of the meeting or deadline for return of ballots.

ARTICLE V - DIRECTORS

Section 5.1. Number. The Board of Directors consists of not less than five (5) individuals and not more than fifteen (15) individuals. Directors shall be members of the Corporation.

Elected Directors shall be divided into three groups, each of an equal number of members except as otherwise provided in this Section 5.1.

At each annual election of Elected Directors one-third of the total number of Elected Directors shall be elected to succeed those whose terms are expiring and the directors so elected shall serve for their three-year terms and until their successors are elected and qualified. They may be removed by Voting Members without cause only as provided in Section 4.5 of the Articles of Incorporation and for cause as provided either by law or as may be provided in these Bylaws.

Whenever the number of Elected Directors is increased or decreased, the terms of the Elected Directors shall be adjusted at the times of their election so that, within as few years as possible, each group will have the same number of members, the terms of all Elected Directors of one group will expire each year, and each director will be elected for a term of three years.

Section 5.2. Procedure for Election of Elected Directors.

- (a) Nominations by Voting Members. Not earlier than forty-five (45) days nor later than thirty-five (35) days before the date of a meeting of Voting Members for election of one or more persons as Elected Directors, the Voting Members of the Corporation may nominate one or more members of the Corporation for election as Elected Directors at the annual meeting.

Such a nomination may be made only by a written instrument which:

- (1) is signed by at least ten (10) Voting Members whose dues for the current fiscal year have been paid;
- (2) contains the written commitment of the nominee to serve if elected, to participate actively in meetings of the Board and in the duties of a director, to publicly support the Corporation's policies and purposes, and to resign from the Board when requested if he or she fails, without good cause shown, to attend three consecutive regular meeting of the Board; and
- (3) is delivered to the Secretary at least forty (40) days before the date of the meeting.

The Nominating Committee may, after discussion with a member nominee, disqualify the nominee if it concludes that the nominee does not exhibit an interest in and commitment to the purposes of the Corporation or will not have sufficient time to regularly participate in Board meetings and carry out the duties of a director.

Notice to Voting Members, in the quarterly or otherwise, of their right to nominate and of the number of positions to be filled shall be given at least fifty (50) days before the date of the meeting.

If more nominations are made than twice the number to be elected, that number of nominees who have been nominated by the largest numbers of Voting Members shall be the nominees of the Voting Members for election. If there is a tie, the nominee shall be selected by the Nominating Committee by lot from those nominated by the same number of Voting Members.

- (b) Nominations by Nominating Committee. At least thirty-five (35) days before the date of a meeting of Voting Members, the Nominating Committee shall nominate such number of members of the Corporation that, together with the members nominated by the Voting

Members, there shall be at least one, but not more than two, members nominated for each position to be filled at the meeting. Each nominee shall make the same commitment as is required of persons nominated by members.

- (c) Nominating Committee Rules. The Nominating Committee may establish reasonable rules, which are not inconsistent with these Bylaws, for conducting nominations and elections and may limit the length of statements by nominees of their qualifications.
- (d) Notice of Election. Notice of an election shall be sent as provided in Section 4.7. With the notice the Secretary shall send (a) a list of the nominees containing a brief statement of the qualifications of each nominee furnished by the nominee, and (b) a proxy by which the Voting Member may vote for no more nominees than the number of positions to be filled or may abstain.
- (e) Conduct of Election. The provisions of Section 4.9 apply to voting by the members.

Section 5.3. Resignations; Vacancies. Any director may resign his office at any time by delivering his written resignation to the Corporation. Its acceptance, unless required by the terms of the resignation, is not required. A vacancy in an Elected Director position, including one occurring by an increase in their number, shall be filled by the vote of the remaining members of the Board for the remainder of the term.

Section 5.4. Powers and Duties of Directors.

- (a) Powers. The Board of Directors may authorize the exercise of all powers which are necessary or convenient to carry out the Corporation's purposes.

However:

- (1) No distribution may be made to a member in his capacity as a member; and
 - (2) No act shall be authorized or performed which is inconsistent with the Articles of Incorporation or which will impair the Corporation's status as a tax exempt, publicly supported, charitable organization under the Internal Revenue Code.
- (b) Duties. The Board of Directors shall determine the Corporation's policies and programs and shall supervise the management of its property and activities.

Based on facts then known to a director, a director shall discharge duties as a director, including his duties as a committee member, in good faith, with the care a prudent person in a like position would exercise under similar circumstance and in a manner the director reasonably believes to be in the best interests of the Corporation.

In discharging his duties a director may rely on information, opinions, reports or statements, including financial opinions and other financial data, if prepared or presented by:

- an officer of the Corporation whom the director reasonably believes to be reliable and competent in the matter presented;
- legal counsel, public accountant or other persons as to matters the director reasonably believes to be within the person's professional or expert competence; or
- a Board committee of which the director is not a member if the director reasonably believes the

committee merits confidence.

The creation of, delegation of authority to, or action of a committee does not alone constitute compliance by a director with these standards of conduct.

Each member of the Board has committed to participate actively on the Board, to publicly support the Corporation's policies and purposes, and to resign from the Board when requested if he or she fails, without good cause shown, to attend three consecutive regular meetings of the Board. Accordingly, an Elected Director who fails to attend three consecutive meetings of the Board without good cause shown or to carry out his commitments as a director may be requested by the Board to honor his or her commitment to resign, in order that an active and committed person may be chosen to fill the position.

Section 5.5. Limit on Successive Terms. No person who has served as an Elected Director for three (3) successive full three-year terms shall be entitled to be nominated for election until having been off the Board for at least one full year.

In order not to require too large a number of directors to retire at one time, (1) no more than one-fifth of the total number of Elected Directors provided for in these Bylaws shall be required to retire at the end of their last eligible term under this provision and (2) those required to retire shall be those who have served the largest number of successive terms. The Nominating Committee shall endeavor, to the extent feasible, to select nominees whose existing number of successive terms are unequal.

However, notwithstanding the provisions of the first two paragraphs in this section, a director who has retired as President or a Vice President during or at the end of his last eligible term as a director may stand for re-election once for one more full term following the end of his or her current term.

Section 5.6. Annual Meeting. The Annual Meeting shall be held each year at the time of the first regular meeting of the Board which occurs after the annual meeting of the Voting Members. At the meeting the Board shall elect the officers of the Corporation for the ensuing year.

Section 5.7. Regular Meetings. A regular meeting of the Board of Directors shall be held no less than six (6) times during each administrative year at such time and at such place as the Board may prescribe. Ample notice of all meetings shall be given to the directors before the meeting is held. The time of any meeting may be changed by a majority of the directors, with at least ten day's notice of the change to all directors.

Section 5.8. Special Meetings. Special Meetings shall be held whenever called by the President or by one-third of the members of the Board. Notice of a special meeting stating its time, place, and purpose shall be given at least two (2) days before the date of the meeting. However, in an emergency shorter notice may be given, but the giving of the notice shall be verified by written statement of the person who gave the notice. The statement shall be kept with the Corporation's records.

Notice may be given in person, by telephone or other form of wire or wireless communication, or by mail sent to the directors at their latest addresses shown on the Corporation's records.

Notice of a special meeting may be waived in writing by a director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and its time and place, and is filed with the Corporation's records. Attendance constitutes waiver of notice of the meeting.

Section 5.9. Quorum; Manner of Acting. At any meeting of the Board of Directors, no less than fifty percent (50%) of all the members of the Board shall constitute a quorum for the transaction of the business of the Corporation, and any such business thus transacted shall be valid provided it is affirmatively passed upon by a majority of those present.

Section 5.10. Participation in a Meeting. The Board may permit a director:

- to participate in a regular or special meeting by; or
- to conduct a regular or special meeting through the use of;
- any means of communication by which all directors participating in the meeting may simultaneously hear each other during the meeting.

Section 5.11. Action by Consent. Action may be taken without a meeting if taken by all Board members by one or more signed consents which describe the action and are filed with the Corporation's Board minutes. The action is effective when signed by all directors, unless the consent specifies an earlier or later time.

ARTICLE VI - OFFICERS

Section 6.1. Officers. The officers shall be a President, one or more Vice Presidents, a Treasurer, and a Secretary each of whom shall be members of the Board of Directors. Other officers may be appointed. They need not be members of the Board.

Section 6.2. Appointment. The Nominating Committee shall present its nominees for officers at the annual meeting of the Board. Additional nominations may be made from the floor by any member of the Board. Following the close of nominations the officers shall be appointed by a majority vote of the members present at the meeting.

Section 6.3. Tenure. The officers shall hold office for a period of one year and until their successors are chosen and have qualified, subject to removal and replacement at any time by the Board of Directors.

Section 6.4. President. The President shall preside at all meetings of members and of the Board and shall have general supervision of the affairs of the Corporation. He shall be an ex-officio member of all committees.

Section 6.5. Vice President. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall assist the President in the management of the Corporation and shall perform such other duties as may be assigned to them by the Board.

Section 6.6. Treasurer. The Treasurer shall perform or supervise performance of the usual duties associated with the office and such other duties as may be assigned by the Board.

Section 6.7. Secretary. The Secretary shall perform or supervise performance of the usual duties associated with the office and such other duties as may be assigned by the Board. The Secretary shall

authenticate corporate records when authentication is required.

Section 6.8. Vacancies. A vacancy in an office may be filled by the Board at any meeting.

Section 6.9. Bonds. The Treasurer and such other officers, committee members and employees as the Board may designate shall, if required by the Board, give bond for the faithful performance of their duties. The bonds shall be in such amounts and with such sureties as the Board may require. The Corporation shall pay the premiums.

ARTICLE VII - COMMITTEES

Section 7.1. Executive Committee. There shall be an Executive Committee composed of the President, Vice President, Secretary, and Treasurer. The President shall be chairman. A majority of the members constitute a quorum. The Executive Committee may act at a meeting held in the same manner as a meeting of the Board may be held.

The Committee shall conduct such activities of the Corporation as may be needed during the periods between meetings of the Board, shall formulate policies and make recommendations to the Board, and at the next meeting of the Board following the Committee meeting shall report its actions to the Board.

Section 7.2. Nominating Committee. The Nominating Committee of at least three directors shall be a standing committee appointed by the Board or the Executive Committee promptly following the annual meeting of the Board. The Nominating Committee shall select nominees for membership on the Board as provided in Subsection 5.2(b) and as may be required under Subsection 5.2(a), and for officers.

Section 7.3. Other Committees. Other committees may be created and abolished by the Board, which shall define their duties and powers. Annually the initial members of each committee shall be selected by the Board. The chairman need not be a director, but must be a member of the Corporation. Other committee members need not be directors or members of the Corporation. Each committee chairman may select additional members with the approval of the President or the Board. A majority of the members constitute a quorum.

Section 7.4. Committee Procedures. The provisions of the following Bylaw sections apply to Committee procedures in the same manner as to Board procedures:

- Sections 5.6, 5.7, and 5.8, on meetings and notice of meetings;
- Section 5.11, on action by written consent; and
- Section 5.10, on participation in meetings.

Section 7.5. Actions a Committee May Not Take. A committee may not authorize a distribution; but the Executive committee may authorize reasonable compensation for services to the Corporation and, in carrying out the Corporation's purposes, may make payments and donations not inconsistent with the Restated Articles of Incorporation, these Bylaws or law.

A committee may not approve or recommend to members the dissolution or merger of the Corporation or

the sale, pledge or transfer of all or substantially all of its assets.

Section 7.6. Minutes of Committees. Each committee shall keep a record of its actions.

ARTICLE XII – PROPERTY AND FUNDS

Section 8.1. Limitations on Acceptance of Gifts, Devises and Bequests. Gifts, devises and bequests (“gifts”) may be made for the Corporation’s general purposes or may be limited for a specific purpose in such manner, but subject to the provisions of this Section 8.1, as the donor may prescribe if in furtherance of one or more of the Corporation’s purposes.

The Corporation may refuse a gift if the Board of Directors determines that any restriction, limitation, requirement or condition attached to the gift is not in furtherance of the Corporation’s purposes or renders its administration or use impractical or impossible.

Section 8.2. Depository. The funds of the Corporation shall be deposited in depositories selected by the Board of Directors. The funds may be withdrawn and disbursed by such officers as are designated by the Board of Directors.

Section 8.3. Disposition of Assets upon Dissolution. Upon the dissolution of the Corporation, the Board shall comply with Section 5.7 of Article V of the Articles of Incorporation

ARTICLE IX - MISCELLANEOUS

Section 9.1. Corporate Records. The Corporation shall keep its records in written form or other form capable of conversion into written form within a reasonable time.

It shall keep permanently all minutes of meetings, and records of actions taken without a meeting, of members, directors and committees.

It shall maintain appropriate accounting records, and the list of members provided for in Section 3.3.

Section 9.2. Location of Records. Copies of the following records must be kept in the Corporation's principal office:

- current Articles of Incorporation and Bylaws;
- minutes of all member, Board and committee meetings;
- records of all actions by members and the Board taken without a meeting;
- Board resolutions respecting the qualifications, rights and obligations of each class of members;
- written communications to members generally, made within the past three (3) years;
- membership list complying with Section 3.3;

- names and addresses of all current directors and officers; and
- accounting records, the latest financial statement and latest annual report to the Secretary of State.

A member or his agent may inspect and copy these records by complying with I.C. §§23-17-27-2 and 3.

Section 9.3. Fiscal Year. The fiscal year of the Corporation shall begin on February 1 and end on January 31 of the next year.

Section 9.4. Amendments. These Bylaws may be amended or repealed, in whole or part, by the affirmative votes of two-thirds (2/3) of the members of the Board at any meeting of the Board where notice of the proposed amendment or repeal has been given in writing to each director at least ten (10) days before the action is taken.

However:

- (a) the provisions of Article VIII of these Bylaws may not be amended or repealed except by the affirmative votes of at least three-fourths (3/4) of the members of the Board;
- (b) no amendment may be made which is inconsistent with the Restated Articles of Incorporation or which will impair the Corporation's status as a tax exempt, publicly supported charitable organization under the Internal Revenue Code; and
- (c) no amendment or repeal of Article VIII shall change the provisions of a gift of a special fund made before the amendment or repeal.

Section 9.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Indiana Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, 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 9.6 Nondiscrimination. The members, officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis without respect to race, color, religion, sex, sexual orientation, national origin, income level, handicap, age and veteran status.

Certification

The foregoing By-Laws were adopted by Trees Indiana, Inc., at a meeting held on the 14th day of January, 2008.

Philip R. Davis, President

Barb Clark, Secretary/Treasurer