

**BYLAWS
OF
EVERGREEN GARDEN CLUB, INC.**

**ARTICLE I
OFFICERS**

The Corporation (hereinafter “Club”) may have offices and places of business at such places within or without the State of Colorado as shall be determined by the Directors.

The address of the registered office may be changed from time to time by the Board of Directors and may be, but need not be, identical with the principal office. The registered agent for the Club may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERSHIP AND VOTING**

1. Qualifications. The club shall have four classes of members. The classes, current membership dues and voting rights shall be as follows:

<u>CLASS MEMBERS</u>	<u>VOTE(S)</u>	<u>DUES</u>
INDIVIDUAL	1	\$30.00
FAMILY	2	\$40.00
BUSINESS	1	\$60.00
HONORARY	1	\$00.00

Membership dues and the classes of members may be modified by majority vote of the membership. Honorary memberships shall be granted by majority vote of the membership.

In the election of directors, cumulative voting shall not be allowed.

2. New Members. Upon application and payment of dues, new members shall be admitted to the Club. Business and Family membership applications shall specify an individual of the family or representative of the business to vote all votes the family or business is entitled to cast. Only parents and their children shall be entitled to Family Membership benefits.
3. Transfer of Membership. No membership shall be transferable.

4. Termination of Membership. Membership may be terminated with or without cause by majority vote of the membership of the Club. No terminated member shall be entitled to a refund of dues, but dues may be refunded in the discretion of the membership by majority vote.
5. Majority Vote. Unless specifically provided otherwise, all matters that members are entitled to vote shall be by simple majority of a quorum of the members (hereinafter “majority vote”) with votes exercised in person or by proxy executed by the member’s duly authorized attorney-in-fact.
6. Membership dues. Dues shall be due September 1-30. New members joining after April 1 shall be assessed 50% of the current dues for the remainder of the club’s fiscal year, ending August 31.

ARTICLE III

MEETINGS OF THE MEMBERS

1. Regular Meetings. Regular meetings of the membership shall be held on the second Tuesday of each month at 9:30 A.M. from September through June, or as otherwise directed by the Board of Directors.
2. Annual Meetings. The annual meeting of the members of the Club shall be held in lieu of the general membership meeting for the month of October, for the purpose of electing Directors, amendment of the Bylaws, modification of the classes of membership and membership dues, approval of budgets, and for the transaction of such other Club business as may come before the meeting.
3. Special Meetings. Special meetings of the members of the Club may be called at any time by the Board of Directors, or upon receipt of one or more written demands for the meeting, stating the purpose or purposes for which it is to be held, signed and dated by members holding at least 10% of all the votes entitled pursuant to the Bylaws to be counted on any issue proposed to be considered at the meeting.
4. Place of Meeting. The person or persons calling the meeting may designate any place, within the State of Colorado, as the place for any annual meeting or for any special meeting of the members of the Club. A waiver of notice signed by all members entitled to vote at a meeting may designate anyplace for such meeting. If no designation is made, or if a special meeting shall be called other than by the Board, the place of meeting shall be as designated by resolution of the Board of Directors.
5. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail, e-mail address, or facsimile, by or at the direction of the Board of Directors or persons calling the

meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed as confirmed by a confirmation or other reliable evidence of transmission.

6. Waiver of Notice. Any member, either before, at, or after a members' meeting, may waive notice of the meeting, and the waiver shall be deemed the equivalent of given notice a quorum at meetings of the members. If a quorum is present, the pursuant to C.R.S. § 7-127-105. Attendance at a members' meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objection to the transaction of business on the ground that the meeting was not lawfully called or convened.
7. Quorum. The presence, in person or by proxy, of the majority of the members entitled to vote shall constitute affirmative vote of a simple majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number is required by the statutes of the State of Colorado or the Articles of Incorporation. In the event any members withdraw from a duly organized meeting at which a quorum was initially present, the remaining members represented shall constitute a quorum for the purpose of continuing to do business, and the affirmative vote of the majority of the remaining members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of the greater number or voting by classes is required by the statutes of the State of Colorado or the Articles of Incorporation.
8. Adjournments. If less than a majority of the members are present at any meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. Any meeting of the members may adjourn from time to time until its business is completed.
9. Informal Action by Members. Pursuant to C.R.S. § 7-127-107, which provisions are incorporated herein, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting for the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members and may be stated as such in any articles or documents filed with the Secretary of State of Colorado under the Colorado Nonprofit Corporation Act.
10. Action by Written Ballot. Pursuant to the provisions of C.R.S. § 7-127-109 any action that may be taken at any annual, regular, or special meeting may be taken by written ballot of members.

ARTICLE IV
BOARD OF DIRECTORS

1. Number, Qualifications and Term of Office. The business and affairs of the Club shall be managed by a Board of Directors consisting initially of eight members (President, 1st and 2nd Vice Presidents, Secretary, Treasurer, Technology Officer, Outgoing President and Board Member Emeritus) who need not be residents of the State of Colorado or be members of Club. The number of directors shall be not less than 6 nor more than 10. Each Director, except one appointed to fill a vacancy, shall be elected at each Annual Meeting of Members and shall hold such office for two years from July 1st or until their successor shall be elected and shall qualify. The outgoing President shall remain on the Board as an advisor for the term of one year. She/he shall be a non-voting member. The Board of Directors shall develop and refer to the membership for approval on annual budget. Upon membership approval of the budget, the Board shall execute a plan to secure the financial support necessary to implement the budget. The Board shall develop Standard Operating Procedures and Policies that are consistent with the Bylaws of the Club.
2. Vacancies. Any Director may resign at any time by giving written notice to the President or to the Secretary of the Club. 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. Any vacancy occurring on the Board of Directors, except that of any Board Member Emeritus, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office or by an election at an Annual Meeting or Special Meeting of Members called for that purpose.
3. Removal. At a meeting of members call for that purpose the entire Board of Directors or any individual Director may be removed from office without assignment of cause by the vote of the majority of the members entitled to vote at an election of Directors.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

1. Place of Meetings. The meetings of the Board of Directors may be held at any place as resolved by the majority of the Board of Directors.
2. Regular Meetings. The Board of Directors shall have a regular scheduled meeting prior to, and in corresponding to each General Meeting of the members for the purpose of electing officers and transacting such business as may come before the

General meeting. The Board of Directors shall hold scheduled meetings at a place determined by resolution without other notice than such resolution.

3. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, Secretary, or by a majority of the members of the Board of Directors.
4. Notice of Meetings. Notice of the regular meetings of the Board of Directors need not be given. Written notice of each special meeting, setting for the time and the place of the meeting shall be given to each Director not less than five (5) days prior to the time fixed for the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States mail or by e-mail to the address of each Director appearing on the books of the Club. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid therein. If transmitted electronically, such notice shall be deemed delivered upon transmission as confirmed by a confirmation or other reliable evidence of transmission. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
5. Waiver of Notice. Pursuant to C.R.S. § 7-128-204, a Director may waive in writing notice of a special meeting of the Board of Directors either before, at, or after the meeting; and a waiver shall be deemed the equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting unless attended for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.
6. Quorum. At meetings of the Board of Directors a majority of the number of Directors fixed by these Bylaws shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the act of the majority of Directors in attendance shall be acts of the Board.
7. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any Club matter is taken shall be deemed to have assented to the action taken unless the dissent is entered in the minutes of the meeting or unless written dissent to such action is filed with the person acting as the Secretary of the meeting before the adjournment or the dissent is forwarded by registered mail to the Secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
8. Committees. The Board of Directors may, by a resolution passed by a majority of the number of Directors fixed by these Bylaws, designate a majority of their number to constitute an Executive Committee, consisting of two or more Directors, which shall have and may exercise all the authority of the Board of Directors or such lesser authority as may be set forth in said resolution. No such delegation of

authority shall operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. At the March regular membership meeting, the President shall appoint at least three (3) members to constitute a Nominating Committee. The Nominating Committee shall present a slate of directors to be elected, having first obtained their consent to serve, at the May Annual Meeting. Other nominations for directorships may be made by members at the annual meeting. Directors shall be elected by majority vote of the membership.

9. Informal Action by Directors. Pursuant to C.R.S. § 7-128-202, any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, to the subject matter thereof. Such consent shall have the force and effect as a majority vote of the Directors and may be stated as such in any Articles or documents filed with the Secretary of the State of Colorado under the Colorado Nonprofit Corporation Act.
10. Telephone meetings. The Board of Directors may permit any Director (or any member of a committee designated by the Board) to participate in a regular or special meeting of the Board of Directors or a committee thereof through the use of any means of communication by which all directors participating in the meeting can hear each other during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting.
11. Deadlock. Should any vote of the Directors result in a tie which is unable to be resolved by the Directors themselves, then, in that event, each Director shall submit a list of three (3) persons to the other Directors for their approval. The persons named on said list shall be qualified and willing to serve as an independent arbitrator of only that issue that resulted in the tie vote. If the Directors agree on the choice of the said arbitrator, the decision of the arbitrator shall be as effective as if decided by the then existing Board of Directors, and all Board of Directors members hereby agree to be bound thereby.

If the Directors are unable to agree on the choice of the said arbitrator, each Director shall appoint a qualified person to meet with the other appointees in order to choose a separate and distinct third-party arbitrator whose decision shall be as effective as if decided by the then existing Board of Directors and all Board members hereby agree to be bound thereby.

12. Board Member Emeritus. By majority vote of the membership, an individual may be appointed to the Board and honored as a Board Member Emeritus. Any Board Member Emeritus shall have the same voting rights as other directors elected to the Board. The Board shall not have the authority to fill any vacancy of a Board Member Emeritus, but unless the membership votes to replace a Board position vacated for any reason by a Board Member Emeritus, the number of directors constituting the Board shall be reduced by the number of said vacancies.

ARTICLE VI
OFFICERS AND AGENTS

1. General. The executive officers of the Club shall be elected annually by the Board of Directors at the first meeting of the Board held after each Annual Meeting of the Members and shall consist of a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and a Technology Officer. Other officers, assistant officers, agents and employees that the Board of Directors may from time to time deem necessary may be elected by the Board of Directors or be appointed in a manner prescribed by the Board. Officers shall serve a term of two years which may be extended at the discretion of the Board.

Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary. Officers shall hold office until their successors are chosen and have qualified unless they are sooner removed from the office as provided in these Bylaws.

2. General Duties. All officers and agents of the Club as between themselves and the Club shall have such authority and shall perform such duties in the management of the Club as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these bylaws. In all cases where the duties of any officer, agent or employee are not prescribed by the Bylaws or by the Board of Directors, such officer, agent or employee shall follow the orders and instructions of the President.
3. Vacancies. When a vacancy occurs in one of the executive offices by a death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his successor is chosen and qualified.
4. Removal. Any officer or agent of this Club may be removed by the Board of Directors by the majority vote of the membership without cause.
5. President. The President shall be the chief executive officer of the Club and shall have general supervision of the business of the Club. The President shall set the agendas for all meetings of members and Directors and discharge the duties of a presiding officer, shall present at each annual meeting of the members a report of the business of the Club of the preceding fiscal year, shall serve as an ex-officio member of all committees, and shall perform whatever other duties the Board of Directors may from time to time prescribe.
6. Vice Presidents. Each Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. The First Vice President shall be responsible for monthly educational programs and field-trips and shall conduct the business of the Club during the absence of the President. The Second Vice President shall be responsible for assembling and maintaining the yearly Membership Directory, maintaining the

membership information (including the distribution email list), and shall perform as First Vice President if the First Vice President is absent. At the request of the President, either Vice President may, in the case of the President's absence, or inability to act, temporarily act in his/her place.

7. The Secretary. The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the members, Executive Committee, if any, and of the Board of directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records of the Club; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the Board of Directors or by the President.
8. The Treasurer. The Treasurer shall have custody of corporate funds and securities shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Club in a depository or depositories of the Club. The Treasurer shall render to the President or the Board of Directors whenever they may require an account of Club transactions as Treasurer and of the financial condition of the Club. Such power given to the Treasurer to disburse the funds shall not, however, preclude any other officer or employee of the Club from also depositing funds when authorized to do so by the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the President.
9. Technology Officer. The Technology Officer is responsible for working with the Board, Club committees, and presenters to use the Club's projector and/or laptop as needed. She/he will work with the Club officers to produce a monthly power point presentation to cover the agenda and any special information to share with the membership. The Technology Officer will work with the Publicity Chairperson, the Historian/Photographer and other committees to create a general awareness of our Club on different sites on the web. She/he will be responsible for the oversight of the website operations, website manager, and maintenance with any changes made only with the prior approval of the Board.
10. Delegation of Duties. Whenever an officer is absent, or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors.

ARTICLE VII
SEAL AND FISCAL YEAR

1. Seal. The Club shall have a seal as adopted in the organizational minutes or by resolution of the membership.
2. Fiscal Year. The fiscal year of the Club shall be as determined by the Board of Directors in their discretion. Said fiscal year may be changed from time to time by the Board of Directors.

ARTICLE VIII
INDEMNIFICATION AND LIMITATION OF LIABILITY

1. Indemnification. Pursuant to C.R.S. §§ 7-129-102 and 7-129-107, as amended from time to time, the Club shall indemnify, to the maximum extent permitted by law, and subject to any limitations imposed by law, any person who is or was a director, officer, agent, fiduciary or employee of the Club against any claim, liability or reasonable expense arising against or incurred by such person made party to a proceeding because he/she is or was a director, officer, agent, fiduciary or agent at the Club's request. The Club shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.
2. Limitation of Director's Liability. Pursuant to C.R.S. § 7-128-402 as amended from time to time, no director of the Club shall have any personal liability for monetary damages to the Club for breach of his fiduciary duty as a Director, except that this provision shall not eliminate or limit the persons' liability of a Director of the Club for monetary damages for: (i) any breach of the director's duty of loyalty to the Club; (ii) acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law; (iii) acts specified in C.R.S. §§ 7-128-403 and 7-128-501(2); or (iv) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to deprive any director of his/her right to all defenses ordinarily available to a director, nor will anything herein be construed to deprive any director of any right he may have for contribution from any other director or other person.
3. Third Party Actions. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that said party is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another Club, partnership, joint venture, trust or other enterprise, including serving as trustee, plan administrator or other fiduciary or any employee benefit

- plan, against expenses (including attorney's fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if said party acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Club, and with respect to any criminal action or proceeding, if said party had no reasonable cause to believe conduct was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo condere or is equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which reasonably believed to be in or not opposed to the best interests of the Club, nor with respect to any criminal action or proceeding, shall the presumption be created that said party had reasonable cause to believe that the party's conduct was unlawful.
4. Derivative Actions. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that said party is or was a director, officer, employee or agent of the of another Club, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Club, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
 5. Automatic Indemnification. If a director, officer, employee or agent of the Club has been wholly successful, on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, to which the person was a party because the person is or was a director, he shall automatically be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
 6. Determination. Except as provided in Section 5 of this Article, any indemnification under this Article (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances, having met the applicable standard of conduct set forth in C.R.S. § 7-129-102 of the Colorado Revised Nonprofit Corporation Act. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or

proceeding; or (b) if such a quorum is not obtainable, by a majority vote of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee; or (c) if the quorum of disinterested directors is not obtainable as specified in (a) above, or a committee cannot be established pursuant to (b) above; or even if a quorum is obtained or a committee is designated, if a majority of the directors constituting such quorum or such committee so directs, the determination of the property of indemnification shall be made by independent legal counsel selected by the Board of Directors or the committee in the manner specified in (a) or (b) above, respectively, or if a quorum of the full Board cannot be obtained and a committee cannot be established, either (a) by independent legal counsel selected by a majority vote of the full board of Directors, or (b) by the voting members, but voting members who are also directors and who are at the time seeking indemnification may not vote on the determination.

7. Payment in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding in accordance with the Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-129-104, and as authorized by the Board of Directors upon receipt of a written undertaking by or on behalf of the director, employee or agent to repay all such advanced expenses if it is ultimately determined that the Director did not meet the standard of conduct described in C.R.S. § 7-128-401. Determinations and authorizations of payments under this provision in the manner specified in C.R.S. § 7-129-106.

Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that, if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected such counsel.

8. Insurance. The Board of Directors may exercise the Club's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of another Club, partnership, joint venture, trust or other enterprise, including serving as a trustee, plan administrator or other fiduciary of any employee benefit plan, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability hereunder or otherwise.
9. Other Coverage. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may

be entitled under the Articles of Incorporation, these Bylaws, agreement, vote of disinterested directors, the provisions of the Colorado Nonprofit Corporation Act or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10. Standard of Care. A Director shall perform his duties as a Director, including without limitation his duties as a member of any committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority in good faith, in a manner reasonably believed to be in the best interests of the Club, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In performing duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons herein designated. However, a director shall not be considered to be acting in good faith if said director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director shall not be liable to the Club for any action taken or omitted to be taken as a director if, in connection with such action or omission, he performs his duties in compliance with this Section 10.

The designated persons on who a director is entitled to rely are: (i) one or more officers or employees of the Club whom the Director reasonably believes to be reliable and competent in the matters present; (ii) legal counsel, public accountant, or other person as to matters which the Director reasonably believes to be within such person's professional or expert competence; or (iii) a committee of the Board of Directors on which the Director does not serve if the Director reasonably believes the committee merits confidence.

ARTICLE IX **AMENDMENTS**

1. Bylaws. The members by majority votes may amend, alter, supplement and repeal these Bylaws at any regular meeting of the Membership or at any special meeting called for that purpose, and all such changes shall affect and be binding upon the members.
2. Articles of Incorporation. The Articles of Incorporation may be amended by resolution of the Board of Directors and submission to a meeting of the members where it is approved by a vote of two-thirds of the members on the request of the one-twentieth of the members entitled to vote on the resolutions.

CERTIFICATE

I do hereby certify that the above and foregoing Bylaws were duly adopted as the Bylaws of this Club by vote of the Board of Directors of Evergreen Garden Club. Inc.

Cindy Gibson, Secretary

Revised June 10, 2019

APPROVED:

Carol Herczeg, President