

BY-LAWS OF TREEZ PLEASE INC. – A NOT-FOR -PROFIT ORGANIZATION

The undersigned, desiring to form a Non-profit Corporation under the Non-profit Corporation law of the state of Ohio do hereby certify:

ARTICLE I: ORGANIZATION

1. The name of the Corporation shall be Treez Please Inc.

ARTICLE II: LOCATION

1. The place in this state where the principal office of the Corporation is to be located is the city of Youngstown, in Mahoning County, Ohio.

ARTICLE III: PURPOSES

1. Said Corporation is organized exclusively for charitable, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. Treez Please is organized for the purpose of working with the city of Youngstown and other citizen groups to improve green space and build native plant communities in the city of Youngstown.

ARTICLE IV: NET EARNINGS

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

ARTICLE V: POLITICAL ACTIVITIES

1. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) , of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI: DISSOLUTION CLAUSE

1. Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
2. Shall be distributed to the federal government or to a state or local government for a public purpose.
3. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VII: MEMBERSHIP

1. Membership in this organization shall be open to all regardless of gender, gender identity or expression, race, religion, national origin, ancestry, creed, sexual orientation or disability.
2. Any responsible individual or organization approving of the objectives of Treez Please shall be eligible for membership. The dues for members shall be determined by such procedures as may be established by the board.

ARTICLE VIII: MEETINGS

1. There shall be an annual meeting of the Board of Directors at the call of either of the Co-Presidents. The Board shall hold no fewer than four in-person meetings annually. Other meetings of the Board of Directors or of the Executive Board may be held, in person or electronically, at the call of either of the Co-Presidents or the Vice President.
2. The Secretary shall communicate to every member in good standing a notice telling the time and place of such annual meeting. This will be done via e-mail and/or social media.
3. Regular meetings of this organization shall be held in Youngstown, OH.
4. One third of the Board of Directors shall constitute a quorum for the transaction of business of the board. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business by such committee. In the absence of a quorum at a duly called meeting, a lesser number may adjourn the meeting from time to time until a quorum shall be present.
5. Special meetings of this organization may be called by either Co-President or the Vice-President when he or she deems it in the best interests of the organization. Notices of such meeting shall be e-mailed to all members at least five days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called and the business to be transacted at such meeting and by whom it was called.

6. At the call of either of the Co-Presidents or the Vice President or the Board of Directors, business may be transacted without a meeting if an emergency exists.

ARTICLE IX: VOTING

1. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
2. At any regular or special meeting, if a majority so requires, any question may be voted upon in this manner and style provided for election of officers and directors.
3. At all votes by ballot the chair of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting, certify in writing to the chair the results, and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
4. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE X: ORDER OF BUSINESS

1. ROLL CALL
2. READING OF THE MINUTES OF THE PRECEDING MEETING
3. TREASURER'S REPORT
4. REPORTS OF COMMITTEES
5. OLD AND UNFINISHED BUSINESS
6. NEW BUSINESS
7. ADJOURNMENT

ARTICLE XI: BOARD OF DIRECTORS

1. The business of this organization shall be managed by a Board of Directors consisting of up to twenty five persons, together with the officers of this organization.
2. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization.
3. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by either of the Co-Presidents or the Vice President after due notice to all the directors of such meeting.
4. Each director shall have one vote and such voting may not be done by proxy.

5. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
6. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
7. The Co-Presidents of the organization by virtue of their office shall be Co-Chairs of the Board of Directors.
8. A Director may be removed when sufficient cause exists for such removal. Such causes include lack of attendance at meetings and/or organization events. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE XII: ELECTIONS, TERMS OF OFFICE AND VACANCIES

1. The terms of office of the elected Co-Presidents and the elected Vice President shall be for two board years following an annual meeting.
2. The terms of office for all other officers shall be for two board years with staggered elections to ensure continuity.
3. Officers shall *not* be limited to a term of two years.
4. When the office of either Co-President is vacated, the Vice President shall automatically assume the office of Co-President.
5. If the Vice President should leave office prior to the end of the term, the position will remain vacant for the remainder of the term.
6. Elections shall be held annually. The Co-Presidents Elect should be prepared to work closely with the outgoing Co-Presidents prior to assuming duties.
7. It shall be the duty of the Co-Presidents to appoint a representative nominating committee. The Co-Presidents shall issue notice to the Board membership of the names comprising the nomination committee and shall identify expiring terms of office of elected officers and invite the Board to submit names of candidates to the nominating committee for consideration.
8. The Co-Presidents will arrange for voting to be conducted by e-mail ballot.

A. THE PRESIDENT

1. **Either or both Co-Presidents** shall preside at all membership meetings or delegate this duty to any other officer of the organization.
2. They shall by virtue of the office be **Co-Chairs**~~person~~ of the Board of Directors.
3. **They** shall be present at each annual meeting of the organization and present an annual report of the work of the organization.
4. **They** shall appoint all committees, temporary or permanent.
5. **They** shall see that all books, reports, and certificates required by law are properly kept or filed.
6. **They** shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

B. THE VICE PRESIDENT

1. The Vice President shall, in the event of the absence or inability of both of the Co-Presidents to exercise their office, become acting president of the organization with all the rights, privileges and powers specified above.

C. THE SECRETARY

1. The Secretary shall keep the minutes and records of the
2. It shall be his or her duty to give notice to members of this organization.
3. He or she will be the official custodian of the records.
4. He or she shall present to the membership at any meetings any communication addressed to him or her as Secretary of the organization.
5. She or he shall submit to the Board of Directors any communications which shall be addressed to him or her as Secretary of the organization.
6. She or he shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

D. THE TREASURER

1. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. She or he shall cause to be deposited in a bank all funds received by the organization.
2. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization.

XIV: COMMITTEES

1. All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of two years or less if sooner terminated by the action of the Board of Directors.
2. The committees may include:
 - a. Community Relations
 - b. Grant Writing
 - c. Property Maintenance
 - d. Plant Propagation
 - e. Publicity
 - f. Fund Raising/Membership
 - g. Education/ Speakers Bureau

XV: AMENDMENTS

1. These By-Laws may be altered, amended, repealed or added to by a simple majority vote of the Board of Directors.