

Bylaws of Reservoir Food Pantry, Inc.

Article I Organization and Office of the Corporation

Section 1. Name.

The name of this organization shall be Reservoir Food Pantry, Inc., located in Ulster County, New York

Section 2. Office Location

The designation of the corporation's principal office may be changed by amendment of these bylaws. Multiple office locations may also be established. The board of directors may change the principal office from one location to another within Ulster county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____ Dated: _____, 20__

New Address: _____ Dated: _____, 20__

Article II Nonprofit purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

The property of this corporation is dedicated to charitable purposes. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. All food pantry items, (food, appliances, shelving) received from the State of New York will be returned to the State of New York. Any money remaining after the pantry is dissolved will be given to the Food Bank of the Hudson valley to be distributed to other food pantries in the area.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise

provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. This corporation shall be authorized and empowered to reimburse board members and volunteers for out-of-pocket expenses made while conducting food pantry business.

Section 2. Specific Objectives and Purposes

The Reservoir Food Pantry strives to improve and sustain the quality of life in Ulster County. Its specific objectives shall be:

- A. To prevent the hunger of persons located in the communities surrounding the Ashokan Reservoir with temporary food and personal items as needed to help alleviate hunger and poverty.
- B. To acquire food, miscellaneous items and funds needed to operate a food pantry.
- C. To operate a food pantry where all clients are treated with dignity and respect and where all clients are allowed a choice of food items they receive.
- D. To offer an “open to the public” feeding program policy, which includes all populations without regard to gender, race, color, ethnicity, age, nationality, citizenship, marital status, sexual orientation, religious affiliation, income, disability, or health status. No population group is excluded from receiving services upon first request or repeat visits to the food pantry.
- E. To make home deliveries of donated boxed, canned and fresh food to homebound residents within a 10-mile radius of the pantry. Delivery exceptions beyond the 10-mile limit may be made via a majority vote of the board based on recommendations made by the pantry coordinator.
- F. To undertake fundraising and community building activities such as: food drives, benefit events and operating a thrift shop.
- G. To purchase vehicle(s) as needed to pick up food from the two regional NY food banks.
- H. To only purchase or receive vegetarian food from the regional NY food banks. Fresh or frozen meat shall not be provided to clients.

Article III Board of Directors

Section 1. Number

The Corporation shall be governed by a Board of Directors of not less than (4) four and nor greater than (12) twelve persons. The Board of Directors shall serve without pay.

Section 2. Qualifications

Directors shall be of the age of majority in this state.

Section 3. Composition

The Board of Directors shall be composed of persons representing the diversity of the community and shall not discriminate based on race, gender, economic status, age, religion, sexual orientation or other factors.

Section 4. Term

Board of Directors shall serve for a one-year term, but may be re-elected. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected.

Section 5. Compensation

No Board Member while in office may receive compensation for services rendered to the Board, or direct commissions of any kind from the Corporation. They shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. Any expense over \$30 dollars requires prior permission from the Board Coordinator or Treasurer. No part of any monies of Reservoir Food Pantry may be used for the benefit of any Board Member.

Section 6. Elections/Vacancies

Board members shall be nominated at the November meeting, elected at the December meeting and take office at the January meeting. Potential board members shall be recommended by current members, after being screened and interviewed by the board. Vacancies occurring between Annual Meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors.

Section 7. Removal

A director may be removed as determined by a 2/3 vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum. Substantial cause shall include failure to participate in the activities of the Board of Directors, misconduct, theft and misrepresentation of the organization. Board members with three absences shall be dismissed at the discretion of the board.

Section 8. Resignation

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. The resignation shall take effect upon receipt thereof

by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 9. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles or incorporation, or these bylaws.
- b. Raise money and enhance the food pantry's reputation in the region.
- c. Meet at such times and places as required by these bylaws.
- d. Register their addresses with the secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 10. Quorum of Directors

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any Board of Directors meeting. In the absence of a quorum, business can be discussed but no formal action shall be taken except to adjourn the meeting to a subsequent date. Passage of a motion requires a simple majority. Each Director present shall have one vote.

Section 11. Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate the seat and refrain from discussion and voting on said item.

Section 12. Meetings

Regular board meetings shall be held on the 2nd Monday of each month. Special meetings may be held at any time when called for by the president or the majority of the board members. Members shall contact the president prior to each meeting if they will be absent. The Secretary shall send notices of special meetings to each Director at least 48 hours in advance. Agendas shall be provided at least five days in advance but may be subject to last minute changes.

Section 13. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation.

Roberts Rules of Order guidelines shall be used to conduct the meetings insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 14. Meetings and Members

Board meetings shall be closed and limited to board members, unless a non-member has been invited after the unanimous approval by the board.

Section 15. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article IV Officers

Section 1. Designation of Officers

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer nominated by the Board and immediate past President.

Section 2. Election and Term of Office

The Officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its annual meeting. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as possible.

Section 3. Removal or Resignation

Any officer may be removed by the board of directors at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president, treasurer and secretary

Section 4. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any

office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy.

Section 5. President

The president shall preside at all meetings, and appoint committee members, and perform other duties as associated with the office. The President shall not vote except to break a tie.

Section 6. Vice President

The vice president shall assume the duties of the president in case of the president's absence.

Section 7. Executive Director

The Executive Director is an ex officio member of the board and is the responsible person for the 501(C) 3 filings and maintenance

Section 8. Treasurer

The treasurer shall keep records of the organization's budget, and prepare financial reports for each meeting.

Section 9. Secretary

The secretary shall be responsible for the minutes of the board, keep all approved minutes in a minute book, and send copies to all.

Section 10. Coordinator

The coordinator's job is to manage the food pantry. The coordinator is trained by, supervised by, evaluated by and accountable to the Food Bank.

Section 11. Signature Authority

All checks, notes, acceptances, and orders for payment of money shall be signed by any one of the following: President, Vice President, Secretary, Treasurer, Executive Director or Coordinator of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the President or Vice President.

Article V Committees

Section 1. Executive Committees

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of 3 officers and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Executive Committee. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Article VI Fiscal Year

The fiscal year of the Reservoir Food Pantry shall begin on the first day of January and end on the thirty-first day of December of each year.

Article VII Volunteers

Section 1. Interview & Orientation

All volunteers must complete an interview and application process. Volunteers must attend an orientation class and work in the food pantry during regular hours.

Section 2. Acceptance/Denial

The Coordinator of the organization, based on the recommendation of the board, can deny or accept a potential volunteer based on their interview and application.

Section 3. Removal

The Coordinator of the organization, based on the recommendation of the board, can remove a volunteer from service based on inappropriate or unsatisfactory performance.

Article VIII Construction

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

Article XIX Amendments

These by-laws may be amended by a two-third vote of Board members present at any meeting, providing a quorum is present and providing a copy of the proposed amendments are given to each Board member at least one week prior to said meeting.

Article X Indemnification

The Directors and Officers of this Corporation and their private property shall not be liable in any matter of Corporate debt, obligations, undertakings, or liabilities under the laws of New York State. They shall be exempted and indemnified against any personal expense, losses or liabilities that may accrue from time to time in any manner by reason of the ownership, administration, or distribution of the Corporate property or funds or by reason of any act or commission or omission on their part in the conduct of the Corporate affairs, so long as they act in good faith; neither shall they be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors of wrongdoing of agents, brokers, attorneys, or servants, nor for interest on funds temporarily idle. They shall have the right at all times and in all matters to act upon any information or evidence deemed by them reliable without incurring a personal liability of responsibility of any kind or in any manner. No person dealing with the Officers, and Directors of the Corporation shall be under any obligation to inquire into their power or authority or into the validity, expediency, or propriety of their actions, decisions, or transactions or to see to the proper application of money or property paid over or transferred to the Corporation. The Board of Directors may secure insurance to protect the Corporation, the Board and the Officers from liability.

Article XI Conflict of Interest Policy

No Board Member while in office may receive compensation for services rendered to the Board, or direct commissions of any kind from the Corporation. No part of any monies of the Reservoir Food Pantry may be used for the benefit of any Board Member.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 8 preceding pages, as the bylaws of this corporation.

Dated: Sunday, February 2, 2014

_____ President

_____ Vice President

_____ Secretary

_____ Treasurer