

# **TRI-STATE FOOD PANTRY CORPORATE BYLAWS**

## **MISSION STATEMENT**

The Tri-State Food Pantry, Inc. is a faith-based organization staffed entirely by unpaid volunteers. It is the goal of the Board of Directors to strive diligently to provide nutritious food to qualifying families in our served area. We will be mindful that the source of our income is from charitable donations made by individuals, churches, and organizations who expect that donations will be used to feed those qualifying for help as prescribed in the Tri-State Pantry, Inc. Bylaws and guidelines provided by the Chattanooga and Atlanta Food Banks. Toward this end we will continuously monitor our expenses and will spend carefully. Further, we will protect and respect the privacy of our clients and honor their humanity in all interactions by treating them as we would wish to be treated.

## **ARTICLE I**

### **NAME**

#### **1.01 Name**

The name of this corporation shall be the Tri-State Food Pantry, Inc. The business of the corporation may be conducted as Tri-State Food Pantry, Inc. or Tri-State Food Pantry.

## **ARTICLE II**

### **PURPOSES AND POWERS**

#### **2.01 Purpose**

Tri-State Food Pantry, Inc. is a domestic non-profit corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the current Internal Revenue Code, or the corresponding section of any future Federal tax code.

Tri-State Food Pantry, Inc. sole purpose is to feed the hungry. Monthly food assistance is granted to any person or family in need residing in Dade County Georgia who qualify as stated by the USDA (United States Department of Agriculture) TEFAP (The Emergency Food Assistance Program) criteria and income chart. The corporation is housed in a 2400 square foot building donated by an individual for the sole purpose of feeding the hungry.

Tri-State Food Pantry volunteers will distribute boxes of food on the first and third Friday of each month from 3:00 to 5:00 pm at their 2026 Highway 136, Trenton, Georgia, location. Volunteers will pack boxes for distribution on the Wednesday before each Friday distribution.

## **2.02 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes as approved by the Board of Directors, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of financial contributions from area churches, individuals, the United Way and the Federal Emergency Food and Shelter Program.

## **2.03 Nonprofit Status and Exempt Activities Limitation.**

**(a) Nonprofit Legal Status.** Tri-State Food Pantry, Inc. is a Georgia non-profit public benefit corporation, recognized as federal income tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**(b) Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Board member, officer, volunteer, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net financial contributions of the corporation shall inure to the benefit or be distributable to any Board member, officer, volunteer, or other private person, 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 the Articles of Incorporation and these Bylaws.

**(c) Distribution Upon Dissolution.** Upon termination or dissolution of the Tri-State Food Pantry, Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the current Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Tri-State Food Pantry, Inc. hereunder shall be selected at the discretion of a majority of the managing Board of Directors

## **ARTICLE III**

### **MEMBERSHIP**

#### **3.01 No Membership Classes**

The corporation shall have no members. The Board of Directors shall be the governing body.

#### **3.02 Dues**

No dues are assessed for volunteers of this corporation.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **4.01 Number of Directors**

Tri-State Food Pantry, Inc. shall have a board of directors consisting of at least seven (7) and no more than nine (9) members. Within these limits, the board may increase or decrease the number of members serving on the board. One member of the Board of Directors is elected as Chairman of the Tri-State Food Pantry, Inc.

#### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Tri-State Food Pantry, Inc. shall be managed under the direction of the board, except as otherwise provided by law.

#### **4.03 Terms**

- (a)** The Chairman of the Tri-State Food Pantry is elected by majority vote of the Board of Directors. The Chairman shall serve a one (1) year term and can be reelected
- (b)** All Board Members shall be elected to serve a one (1) year term and can be reelected.
- (c)** Board Members may serve terms in succession if reelected.
- (d)** The term of office shall be considered to begin January 1 and end December 31.

#### **4.04 Qualifications and Election of Board Members**

In order to be eligible to serve as a member of the board of directors, the individual must be at least 18 years of age and also be a member of a church. Board Members may be elected at any board meeting by the majority vote of the existing board of directors. The election of Board members to replace those who have fulfilled their term of office shall take place in January of each year.

#### **4.05 Vacancies**

The board of directors may fill vacancies due to the expiration of a Board Member's term of office, resignation, death, or removal of a Board Member or may elect new Board Members to fill a previously unfilled board position, subject to the maximum number of Board Members under these Bylaws.

**(a) Unexpected Vacancies.** Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

#### **4.06 Removal of Board Members**

The board of directors by a two-thirds vote may remove an officer at any time, with cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

OR

A Board Member may be removed by two-thirds vote of the board of directors then in office, if:

**(a)** the Board Member is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board Chairman is empowered to excuse Board members from attendance for a reason deemed adequate by the board Chairman. The Chairman shall not have the power to excuse him/herself from the board meeting attendance. Or:

**(b)** for cause, if before any meeting of the board at which a vote on removal will be made the Board Member in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

**(c)** the member is absent from Board meeting for one year.

#### **4.07 Procedures for filling a Board vacancy shall be as follows:**

Any Board member may bring a prospective new member's name and qualifications before the Board. After discussion followed by a vote to proceed, the prospect is invited to attend a meeting and to a box-filling and distribution cycle, to determine if they are interested, and to allow the Board to meet him/her. If the prospect is interested in the Pantry's Mission and would like to serve, the board then votes on whether or not to elect.

#### **4.08 Director Emeritus**

The Board of Directors, by a two-thirds (2/3) vote, shall have the power to designate a fellow Board member to be Director Emeritus, if the individual has given outstanding service to the Tri-State Food Pantry, Inc. for a period of ten (10) years or more, and is willing to accept the title. A Director Emeritus may attend Board meetings and participate in Board discussion, if he or she desires to do so, but will not have voting privileges. Since this person does not have a vote, they will not count as a part of the Board of Director's quorum.

#### **4.09 Board of Directors Meetings.**

**(a) Regular Meetings.** The board of directors shall have a minimum of six (6) regular meetings each calendar year starting in January on the second Monday at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting.

**(b) Special Meetings.** Special meetings of the board may be called by the Chairman, vice chairman, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place.

#### **4.10 Manner of Acting.**

**(a) Quorum.** A majority of the Board Members in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

**(b) Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the board.

**(c) Ex-Officio Members.** Ex-Officio members of the Board of Directors shall have voting rights.

(d) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the Chairman shall have the power to swing the vote based on his/her discretion.

#### **4.11 Compensation for Board Service**

(a) No compensation in any form is paid to the officers, directors, or volunteers. The board may adopt policies providing for reasonable reimbursement of board members for expenses incurred in conjunction with carrying out board responsibilities.

(b) Board members may authorize payment for expenditures incurred by volunteers.

## **ARTICLE V**

### **OFFICERS**

#### **5.01 Board Officers**

The officers of the corporation shall be a board Chairman, vice-chairman, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. One person may hold only one board office at a time.

#### **5.02 Term of Office**

Each officer shall serve a one-year term of office. The term begins January 1 and ends December 31. Officers may be reelected for additional terms. Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

#### **5.04 Board Chairman**

The board Chairman shall be the chief volunteer officer of the corporation. The board Chairman shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

#### **5.05 Board Vice-Chairman**

The Vice-Chairman shall assist the Chairman as requested. In the absence of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman, including presiding over Board meetings.

### **5.06 Board Secretary**

The secretary shall keep a book of minutes of all meetings and actions of the Board and committees of the Board. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board Chairman. The secretary shall prepare, and cause to be sent to all contributors, an annual letter of appreciation.

### **5.07 Treasurer**

The treasurer shall be responsible for oversight of the financial condition and affairs of the corporation and shall prepare and present a Financial Report at each meeting of the Board of Directors. The treasurer shall oversee and keep the board informed of the financial condition of the corporation. The treasurer shall perform all duties properly required by the board of directors or the board Chairman. The treasurer shall prepare the year-end list of contributions/contributors, with amounts, and present this list to the Board Chairman.

### **5.08 Loans**

No loans shall be contracted on behalf of the corporation unless authorized by resolution of the Board of Directors.

### **5.09 Financial Review**

A financial review of the records of the Tri-State Food Pantry, Inc. shall be performed annually at the close of the calendar year by Ben Hill, CPA, or his successor, or an alternative corporation named by the Board.

## **ARTICLE VI**

### **COMMITTEES**

#### **6.01 Committees**

The board of directors may, by a majority vote of the Board Members then in office, designate one or more committees, each consisting of two or more Board members, to serve at the pleasure of the board. Minutes should be kept of all Committee meetings. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, **except** that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors or in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) appoint any other committees of the board of directors or the members of these committees.

## **ARTICLE VII**

### **MISCELLANEOUS**

#### **7.01 Books and Records**

Tri-State Food Pantry, Inc. shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

#### **7.02 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

#### **7.03 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Tri-State Food Pantry, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.



#### **7.04 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a two-thirds vote of the board of directors then in office at a meeting of the Board, provided, however,

- (a)** that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the current Internal Revenue Code or the corresponding section of any future Federal tax code; and,
- (b)** that an amendment does not affect the voting rights of board members. An amendment that does affect the voting rights of Board members further requires ratification by a two-thirds vote of a quorum of Board members at a Board meeting.
- (c)** that all amendments be consistent with the Articles of Incorporation.

## **ARTICLE VIII**

### **AMENDMENT OF Articles of Incorporation**

#### **8.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of the Tri-State Food Pantry, Inc. were approved by the Tri-State Food Pantry, Inc.'s board of directors on February 10, 2014 and constitute a complete copy of the Bylaws of the corporation.

Secretary: Barbara G. Carter

Date: February 10, 2014