

Revised June 16, 2014

**BYLAWS**  
**OF**  
**SECOND HARVEST FOOD BANK OF METROLINA, INC.**

**ARTICLE I**

**Membership**

The Corporation shall have no stockholders; and shall not have or issue shares of stock. Any provision of law requiring notice to, the presence of, or the vote, consent or other action shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Directors.

**ARTICLE II**

**Board of Directors**

Section 1. General Powers. The business, property and affairs of this Corporation shall be managed by the Board of Directors.

Section 2. Number and Term of Directors. The number of directors shall be not more than 45 nor less than 15. These numbers may be changed by vote of the Board; provided, however, that at no time shall the Board of Directors consist of fewer than three persons. Each director shall hold office for the term for which he or she is elected or until death, resignation, retirement, removal, disqualification or until a successor is elected and qualified.

Section 3. Election and Classification of Directors. At the organization meeting, the initial members of the Board of Directors shall elect the Board, which shall be divided into three equal classes. The members of the first class shall hold office for a term of three years; the members of the second class shall hold office for a term of two years; and the members of the third class shall hold office for a term of one year. At all annual elections, directors shall be elected by the Board for a term of three years to succeed the directors whose term then expire, provided, that no director may hold office for more than two consecutive terms. With Board approval, an exception to this term limit may be made for directors who may then be re-elected for additional terms. Former directors are eligible for re-election after one year of being off the Board.

In addition, the Board may designate individuals as "Advisory Members" provided that the ratio of Advisory Members to regular directors is equal to or less than 2:1. Advisory Members shall be exempt from attendance requirements set forth below. When in attendance, they may participate in meetings but shall not have voting privileges nor be counted toward the determination of a quorum.

Section 4. Vacancies. Vacancies in the Board of Directors shall be filled by 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 or her predecessor in office.

Section 5. Emeritus Status. Retiring directors who have served at least three years may be invited by the other Board members to accept the position of Director Emeritus. Such directors shall have no voting privileges and shall not serve on standing committees but their advice and encouragement shall be appropriate at Board meetings and other Food Bank functions. Emeritus status shall be renewable at three-year intervals upon approval by the Board.

Section 6. Removal. Any director who is absent without excuse from three consecutive regularly scheduled meetings automatically shall be deemed to have resigned from the Board. Such directors may be reinstated by vote of the Board.

Section 7. Power to Require Bonds. The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his or her duties. All persons authorized to sign checks for the Corporation shall be bondable. The Corporation shall pay the premiums for these bonds as may be required hereunder, as operating costs of the Corporation.

Section 8. Conflicts of Interest. No member of the Board of Directors or their immediate families (siblings, parents, or children) may serve as an employee, paid officer or agent of the Corporation. No Board member shall knowingly take any action or make any statement intended to influence the conduct of the Corporation in such a way as to confer financial benefit on the Corporation or entity in which the Board member has significant interest or affiliation. If an issue arises on which the Board member could obtain a benefit for himself or herself, the member must refrain from voting on the matter, but may present an opinion if the member discloses, in advance, the potential conflict of interest.

### ARTICLE III

#### Meetings

Section 1. Place of Meeting. Any or all meetings of the Board of Directors of this Corporation may be held within or without the State of North Carolina, provided that no meeting shall be held at a place other than in Charlotte, North Carolina, except pursuant by bylaws or resolution adopted by the Board of Directors.



Section 2. Notice of Meetings of Board of Directors. Notice stating the time and place of all meetings of the Board of Directors shall be given not less than five days before the date thereof, said notice to be given telephonically, by e-mail or by mailing a written notice to such director's last known address shown on the books of the Corporation, or to such other address submitted by a director in writing to the Secretary. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director shall attend a meeting for the express purpose of objecting to the transaction of business because said meeting was not lawfully called. Notice by mail shall be deemed given when deposited with the U.S. Postal Service, postage prepaid. Notice by telephone shall be deemed given when received and by e-mail when opened.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any director 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 equivalent to the giving of such notice.

Section 4. Regular Meetings of the Board. The Board shall meet at 4:30 p.m. on the third Monday of each month, or at such other time designated by the Board, for the purpose of transacting such business as may come before the Board. In addition, the Board may provide the time and place for the holding of additional regular meetings.

Section 5. Annual Meeting of Directors. Unless otherwise specified by the Board, the annual meeting of the Board of Directors shall be held in each year on the third Monday in June at 4:30 p.m. for the purpose of electing directors and officers of the Corporation and for the transaction of such other business as may be properly brought before the meeting. Officers and directors so elected shall be installed and seated as of the following July 1st.

Section 6. Substitute Annual Meeting. If any annual meeting of the Board of Directors is not held on the day designated herein, a substitute annual meeting shall be held in its place as soon thereafter as practicable.

Section 7. Special Meeting of Directors. A special meeting of the Board of Directors may be called at any time by the Chair or by one-third of the directors then currently serving. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the Chair, or by one-third of the members of the Board of Directors, and certified by the Secretary or an Assistant Secretary. Notice shall be given as provided herein to all members of the Board no less than three business days prior to the date of the meeting. In the alternative, notice may be given by telephone no less than 48 hours prior to the time of the meeting, said notice to be given personally by one or more members of the Board to the other members.

Section 8. Quorum of Board of Directors. Attendance at any meeting of the Board of Directors by one-half of the duly elected directors (not including Advisory Members) shall

constitute a quorum for the transaction of business, and a majority vote of the directors present shall be required on all matters, unless otherwise specified herein, by law, or by the charter of the Corporation.

The directors at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

In the absence of a quorum at the opening of any meeting of the directors, such meeting shall be adjourned and no action shall be taken until a quorum is present.

Section 9. Action Without Meeting. Action taken by a majority of the directors or members of a committee without a meeting constitutes Board or committee action if written consent to the action in question is signed by all the directors or members of the Committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken.

#### ARTICLE IV

##### Voting

Section 1. One Vote Per Director. Each member of the Board of Directors shall be entitled to one vote upon each subject submitted to a vote.

Section 2. Proxy Voting Prohibited. Proxy voting by Board members is prohibited at meetings of the Board or its committees.

#### ARTICLE V

##### Officers

Section 1. Officers of the Corporation. The officers of the Corporation shall consist of the Chair, Vice Chair, Chief Executive Officer, Chief Operating Officer, Finance Director, Secretary, and Treasurer, and, at the option of the Board, one or more Assistant Secretaries and Assistant Treasurers.

Section 2. Election and Term. The officers of the Corporation shall be elected by a majority of the directors present at the annual meeting, provided a quorum is present. They shall serve one-year terms. Nominees other than those presented by the Board Development Committee may be proposed by directors at this meeting if prior consent of the nominee has been given. Vacancies in any office shall be filled by election of the Board. Each person so elected to



fill an office shall hold that office for the remainder of the unexpired term, and until the successor has been elected.

Section 3. Removal. Any officer may be removed by a majority vote of the directors fixed by these bylaws whenever in their judgment the best interests of the Corporation will be served thereby.

Section 4. Chair. The Chair shall be chosen from the membership of the Board, shall be the principal representative of the Board and, subject to the control of the Board, shall monitor all of the business and affairs of the Corporation. When present, the Chair shall preside at all meetings of the Board. The Chair may sign any contract, check, agreement or other instrument which the Board has authorized and shall serve as an ex officio member of all committees.

Section 5. Vice Chair. The Vice Chair shall be chosen from the membership of the Board. The Vice Chair shall perform the duties and exercise the powers of the Chair during the absence or disability of the Chair.

Section 6. Chief Executive Officer. The Chief Executive Officer shall serve as the chief executive of the Corporation. Subject to the control of the Board, the Chief Executive Officer shall in general supervise and control all of the business and affairs of the Corporation. The Chief Executive Officer shall sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. In general, the Chief Executive Officer shall perform all duties incident to the office of the chief executive and such other duties as may be prescribed by the Board from time to time.

Section 7. Chief Operating Officer. The Chief Operating Officer shall perform such duties as specified or delegated by the Chief Executive Officer. During the absence or disability of the Chief Executive Officer, the Chief Operating Officer shall perform the duties and exercise the powers of the Chief Executive Officer.

Section 8. Finance Director. The Finance Director shall perform such duties as specified or delegated by the Chief Executive Officer relating to the financial affairs of the Corporation. The Finance Director shall prepare appropriate financial reports for review by the Chief Executive Officer and the Treasurer. The Finance Director shall be the primary coordinating contact with the auditor designated by the Board to conduct the annual audit of the books of the Corporation. If required by the Board, the Finance Director shall deliver to the Chair of the Corporation, with the premium paid by the Corporation, an appropriate surety bond.

Section 9. Secretary. The Secretary shall attend all meetings of the Board of Directors, and of the Executive Committee, and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall safely keep in custody the seal of the Corporation and shall have authority to affix the same to all instruments where its use is required.

The Secretary shall give, or cause to be sent, all notices required by statute, by law, or resolution. The Secretary shall perform such other duties as may be delegated to the Secretary by the Board of Directors or by the Executive Committee.

Section 10. Treasurer. The Treasurer shall exercise general financial oversight over the financial affairs of the Corporation. In performing this function, the Treasurer shall chair the Finance Committee, review financial reports prepared by the Chief Executive Officer (or Finance Director, if applicable) and render such advice as the Treasurer deems appropriate to the officers of the Corporation and to the Board. In addition, the Treasurer shall provide appropriate cooperation with the auditor designated by the Board to conduct the annual audit of the books of the Corporation. If required by the Board, the Treasurer shall deliver to the Chair of the Corporation, with the premium paid by the Corporation, an appropriate surety bond.

## ARTICLE VI

### Fiscal Year

The Corporation shall operate on a fiscal year commencing on July 1 and ending on June 30 of the following year.

## ARTICLE VII

### Executive Committee

Section 1. Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and immediate past Chair of the Board plus any at-large members so elected by the Board to serve on the Executive Committee.

Section 2. Duties. The Executive Committee may act and exercise all of the authority of the Board in the management of the Corporation.

Section 3. Vacancy. Any vacancy occurring in the Executive Committee shall be filled by a majority of the directors present at any regular or special meeting.

Section 4. Removal. Any member of the Executive Committee may be removed at any time or without cause by a majority of the directors.

Section 5. Minutes. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

Section 6. Voting. Voting of the Executive Committee on any issue must be unanimous; otherwise such issue shall be referred to the full Board for action.



## ARTICLE VIII

### Committees

Section 1. Committees. The Board of Directors shall have the power to appoint such committees as may be necessary in order to carry on the business of the Corporation.

Section 2. Board Development Committee. This committee shall nominate candidates for the offices of Chair, Vice Chair, Secretary, and Treasurer. The Board Development Committee shall present a slate of candidates at the June meeting. This committee shall also nominate candidates to fill vacancies created by death, resignation, retirement, disqualification, or removal of officers.

It is the intent that the Board of Directors shall equally represent the three sectors of business, food industry and community, insofar as is practicable. The Board Development Committee and the Board shall maintain this balance in all selection of future nominees for directors.

Section 3. Finance Committee. The Board shall appoint three or more persons to the Finance Committee, one of whom shall be the Treasurer who shall chair the committee. The Finance Committee shall assist and advise the Treasurer about the financial affairs of the Corporation, including the approval of the budget and the review of the annual audit. The Finance Director shall be a non-voting ex officio member of the Finance Committee.

Section 4. Personnel Committee. The Board shall appoint three or more persons to the Personnel Committee and designate one appointee as the chair. The Personnel Committee shall assist and advise the Board in the formulation and implementation of personnel policy including employee benefit, health and retirement plans, setting of employee compensation and pay grades, and recommending an annual employee bonus plan.

Section 5. Agency Relations Committee. The Board shall appoint three or more persons to the Agency Relations Committee and designate one such appointee as the chair. This committee shall assist the Board in formulating policy for the approval or disapproval of agencies seeking shopping privileges at the Corporation. In addition, this committee shall review new agency applications and either approve or disapprove such applications. Further, this committee shall determine whether privileges extended to an agency should be terminated. At the Board's option, it may decide to hear agency appeals from disapproval or termination of privileges by the Agency Relations Committee.

Section 6. Additional Committees. The Board may designate additional committees from time to time, each of which shall consist of at least two directors plus such other individuals

as the Board may designate, which committees shall have functions and responsibilities as provided by the Board.

Section 7. Vacancy. If deemed necessary, any vacancy occurring in any of the standing or additional committees may be filled by appointment of the Chair upon recommendation of the Chief Executive Officer.

Section 8. Removal. Any member of any of the standing or additional committees may be removed at any time with or without cause by the Board of Directors.

Section 9. Minutes. The standing committees shall be required to keep regular minutes of their proceedings and to file a copy of same with the Secretary of the Corporation.

## ARTICLE IX

### Execution of Instruments

Section 1. Checks, Etc. All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by such officers or agents as provided in these bylaws or as the Board of Directors shall from time to time designate.

Section 2. Contracts, Conveyances, Etc. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any contract, conveyance or instrument on behalf of this Corporation. In the absence of such designation, the Chair or the Chief Executive Officer and, if required, the Secretary or Assistant Secretary, may execute the same in the name and on behalf of the Corporation and may affix the corporate seal thereto.

## ARTICLE X

### Power of Board to Borrow Money

The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interest of the Corporation. In such case, the Board of Directors may authorize the proper officer of the Corporation to make, execute and deliver in the name and in behalf of the Corporation such notes, bonds, and other evidence of indebtedness as such Board shall deem proper. In addition, Board shall have full power to cause the execution of a deed of trust or security agreement encumbering property of the Corporation, or any part thereof, as security for such indebtedness.



## **ARTICLE XI**

### **Amendment of Bylaws**

These bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the directors serving at the time. If notice has been given of a proposed amendment, alteration, change, addition or repeal, action may be taken thereon at the next meeting. If the amendment, alteration, change addition or repeal is first proposed at a regular or special meeting of the Board, action may be taken thereon only at a subsequent regular meeting.

## **ARTICLE XII**

### **Rules of Procedure**

Except as may be directed by the Board, the latest edition of Robert's Rules of Order shall govern the conduct of meetings of the Board.