

THE WILLIAMSFIELD AREA FOOD PANTRY AND RESOURCE CENTER, INC. BYLAWS

ARTICLE ONE

NAME

The Williamsfield Area Food Pantry and Resource Center, Inc. ("Food Pantry")

ARTICLE TWO

PURPOSES AND POWERS

2.01 Purpose

The Food Pantry is a non-profit corporation organized exclusively for the charitable purpose of distributing perishable and non-perishable foods, household items, and resources to those in need in and around Williamsfield, Illinois. Household products to be distributed include, but shall not be limited to: toothbrushes, deodorant, soap, shampoo, conditioner, shaving supplies, sanitary care items, and diapers. Resources provided may include, but shall not be limited to: informational products; technology; volunteers for food dissemination, outreach, education, and other purposes; employment-related resources, clothing, grocery gift cards, and other donations that further the Food Pantry's mission. Donations shall be made to those citizens of Williamsfield and surrounding areas in accordance with the Food Pantry's distribution policies and procedures.

2.02 Non-profit Status

The Food Pantry is an Illinois non-profit corporation that is recognized to be tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Nothing in these bylaws permits the Food Pantry engage in non-charitable or otherwise nonexempt activities. Further, no part of the net earnings of the Food Pantry shall inure to the benefit of, or be distributable to its directors, 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 described in section 501(c)(3). 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 (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.

ARTICLE THREE

BOARD OF DIRECTORS

3.01 Number of Directors

The Food Pantry shall initially have at least 4 directors with a maximum of 7, which number the Board of Directors of the Food Pantry (the “Board”) may subsequently amend in accordance with these Bylaws. In addition, the Manager (as subsequently defined in Article 8 herein) shall serve as an ex-officio member of the Board.

3.02 Powers of the Board

Except as otherwise provided in the Articles of Incorporation of the Food Pantry filed with the Secretary of State of the State of Illinois on August 7, 2018 (the “Articles”) or the Illinois General Not for Profit Corporation Act of 1986, as amended (the “Act”), the Board shall have the power, directly or indirectly, alone or in conjunction with others, to take any and all lawful actions which may be necessary to affect the charitable purpose of the Food Pantry. The powers of the Food Pantry will be exercised and its charitable affairs conducted by the Board, except when otherwise stated by the law. The Board may delegate the management of the day-to-day operation of the Food Pantry to the officers, agents, or other delegates which the Board, by resolution, designates, provided that the business and affairs of the Food Pantry shall be exercised under the ultimate direction of the Board.

3.03 Terms

The directors named in the Articles as the first directors to serve on the Board will hold office until the date of the first meeting of the Board to be held, at which point an election of directors will be held. Thereafter, a board member may be replaced by resignation or a majority of the board deeming that they are no longer able to serve.

3.04 Qualifications of Board Members and Representatives

To be eligible to serve as a director on the Board, an individual must be at least 18 years of age. He or she must also have no unmanageable financial or other unmanageable real or perceived conflicts of interest that could bias, or give the impression of bias, in fulfilling his/her duties. Former or current recipients of Food Pantry services may be eligible to serve as a Board Member or Representative if all other qualifications are met and any conflicts considered managed by Board policy.

To be eligible to serve as an ex officio representative, the individual(s) must be a Manager of the Food Pantry as appointed by the Board.

3.05 Replacement of Directors

Whenever a vacancy exists on the Board, whether by death, resignation, or otherwise, the vacancy will be filled by appointment of a new director by the [President] of the Food Pantry, and if that power is not exercised within [three (3)] business days after the President receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the Board, whichever comes first. Any person appointed or elected to fill the vacancy will have the same qualifications as were required of the director whose office was vacated.

Any director may be removed, with or without cause, by the vote of two-thirds of the directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above. For purposes of this Section 3.05, "cause" shall mean the following:

- The director was absent and unexcused from two or more meetings of the Board within a twelve-month period.
- The director was absent and unexcused from two consecutive meetings of the Board.
- The director tarnished the name of the Food Pantry and what the Food Pantry stands for.
- The death of the director.
- The permanent disability of the director, which shall be defined as the inability of the director, as a result of physical or mental illness or incapacity, to substantially perform his duties as a director for a period of one hundred eighty (180) days during any twelve (12) month period;
- The director's conviction of a felony or of a crime involving dishonesty or moral turpitude, including, without limitation, any act or crime involving the misappropriation or embezzlement of the Food Pantry's assets or funds.
- The willful or material wrongdoing by the director, including, but not limited to, acts of dishonesty or fraud, which could be expected to have a materially adverse effect, monetarily or otherwise, on the Food Pantry, as determined by the Food Pantry and the Board.
- A material breach by the director of a material obligation under the Articles or Bylaws or of his or her fiduciary duty to the Food Pantry.
- The director's intentional violation of any applicable local, state or federal law or regulation affecting the Food Pantry in any material respect, as determined by the Board in its sole discretion.

Notwithstanding the foregoing, if any of the events, actions or breaches set forth above are able to be remedied or cured by the director, "cause" shall not be deemed to exist (and thus the Food Pantry may not terminate the director for "cause" hereunder) unless the director fails to remedy or cure such event, action or breach within twenty (20) days after being given written notice by the Food Pantry of such event, action or breach.

3.06 Board of Directors Meetings

The Board will hold an annual meeting starting in July of each year. The date and time of said meeting will be determined at least 2 weeks prior to the end of the fiscal year in June.

Special meetings of the Board may be called by the Board President. At least two (2) days' notice of a special meeting must be provided to the directors at the physical or electronic address or email last recorded on the books of the Food Pantry. Notice of these meetings should specify the place, day, hour, and purpose of the meeting.

In the case of emergency circumstances, including but not limited to, natural disasters and other community crises requiring urgent action by the Food Pantry, the Manager of the Food Pantry may work directly with the Board President to take necessary action without requiring a meeting of the Board so long as all Board members are notified within two (2) business day of the actions taken and that record keeping requirements are satisfied.

3.07 Manner of Acting

A majority of the directors serving on the Board, not including the ex-officio member, will constitute a quorum for the transaction of business at any Board meeting. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

Except as otherwise provided in these Bylaws, the Articles, or policy adopted by the Board, the act of a majority of directors present at any meeting at which quorum is present will be the act of the Board ("Act").

Except where otherwise required by the Act, the Articles, these Bylaws, or Board policy, directors may participate in any and all meetings through electronic connection. These methods of communication may include, but are not limited to, phone call or video call.

3.08 Action Without Meeting

No meeting need be held by the Board to take any action required or permitted to be taken by the Act, provided all members of the Board individually or collectively consent to the action, and their written consent or consents are filed with the minutes of the proceedings of the Board. Action by written consent will have the same force and effect as an action by unanimous vote of the directors at a Board meeting. Such a statement will be prima facie evidence of that authority.

3.09 Compensation

Directors shall receive no compensation for carrying out their duties as directors. With the exception of the exclusions specified in this Section 3.09, the Board may provide, in its sole discretion, for the reasonable reimbursement of substantiated expenses that were incurred in conjunction with performing such director's duties. Reimbursements shall be subject to the availability of funds and shall not include routine expenses of Board participation. Exclusions include costs for time and attendance, travel to and from meetings, internet charges, computers and other technology, mobile phones and plans, phone line charges, and personal liability insurance.

3.10 Liability of Directors

The directors of the Food Pantry will not be personally liable for its debts, liabilities, or other obligations.

ARTICLE FOUR

COMMITTEES

4.01 Committees

By majority vote of the directors in office, the Board, by resolution, may establish one or more committees. The committees will consist of two or more directors, which committees, to the extent provided by resolution, will have and exercise the authority of the Board in the management of the Food Pantry. Designation and delegation of authority to committees will not relieve the Board, or any directors individually, of any responsibility imposed on the Board or any individual director by these Bylaws, or by law.

Each member of a committee will continue to serve on that committee until his or her successor is appointed, unless the committee is sooner abolished, or unless the member is removed, resigns, or ceases to qualify as a member of the committee. One member of each committee will be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Vacancies in the membership of any committee will be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected will be elected for the unexpired term of his or her predecessor.

Committee members must be provided at least seven (7) days' notice prior to a committee meeting. Notice of these meetings should specify the place, day, and hour of the meeting, and the purpose of the meeting.

Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee will constitute quorum. The act of a majority of members present at a meeting which a quorum is present will be an act of the committee.

ARTICLE FIVE

ADVISORY COMMITTEE

The Board may, in its sole discretion, form an Advisory Committee to be comprised of subject matter experts from the Williamsfield community. Community members requested to participate in an advisory capacity are subject to the same selection consideration in Section 3.04 and will be uncompensated. The work of the Advisory Committee is to provide non-binding recommendations to the Board or one or more approved Board Committees upon request of the Board.

ARTICLE SIX

OFFICERS

6.01 Board Officers

The offices of the Food Pantry will be President, Vice-President, Secretary, and Treasurer. The Board may elect other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it deems desirable, and these officers have the authority to perform the duties prescribed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.02 Election and Term of Office

The officers of the Food Pantry will be elected annually by the Board at the first Board meeting of each calendar year. If the election of officers is not held at the first meeting of the calendar year, the election must be held on the soonest convenient date. New offices may be created and filled at any meeting of the Board. Each officer will hold office until his or her successor has been duly elected and qualified. Officers may be replaced or removed at any time.

6.03 Removal, Resignation, and Vacancy

Any officer elected or appointed by the Board may be removed for Cause (as such term is defined in Section 3.05 herein) by the Board whenever, in the Board's sole discretion, the interests of the Food Pantry would be best served by such a removal. Any such removal is without prejudice to the contract rights, if any, of the officer being removed. Any officer may resign at any point upon written notice to the Board. Resignations shall be effective immediately following the Board's receipt of such written notice, with no further action by the Board required for the resignation to take effect.

A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

6.04 The President

The President shall be the chief executive officer of the Food Pantry and will exercise general supervision and control over all activities of the Food Pantry. The President:

- Will preside at all meetings of the members and of the directors;
- May sign, with the secretary or other officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments, the execution of which has been authorized by the Board, except in cases where the signing and execution of those instruments has been expressly delegated by the Board by these Bylaws, or to some other officer or agent of the Food Pantry by law; and
- Will perform all other duties generally incident to the office of President and any other duties prescribed by the Board of Directors.

The President is authorized to make decisions in emergency circumstances, as defined in the bylaws, in conjunction with the designated day-to-day manager of the organization.

6.05 The Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall act as the President. When so acting, this officer shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President will perform additional duties assigned to him or her by the President or by the Board.

6.06 The Secretary

The Secretary shall:

- Keep or cause to be kept a book of minutes and actions of the Board;
- See that all notices are duly given in accordance with these Bylaws or as required by the Act;
- Be custodian of the corporate records and of the seal of the Food Pantry;
- Keep a membership book containing the names and addresses of all members and directors of the Food Pantry, and with respect to any membership which has been terminated, record that fact together with the date of termination; and
- Exhibit to any director of the Food Pantry, or to the director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles, the membership book the minutes of any meeting, and the other records of the Food Pantry

The minutes of any meetings of the Board shall state the time and place that it was held and other information that is necessary to record the decisions reached and actions enacted by the Board of directors.

The Secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of a secretary.

6.07 The Treasurer

If so required by the Board, the Treasurer will:

- Have charge and custody of, and be responsible for, all funds and securities of the Food Pantry;
- Receive and give receipts for all moneys due and payable to the Food Pantry from any source and deposit all such moneys in the name of the Food Pantry in banks, trust companies, or other depositories selected by the Board; and
- Perform all duties generally incident to the office of Treasurer and any other duties assigned to the Treasurer by the President or the Board.

Specifically, the Treasurer shall be the lead director for oversight of the financial condition and affairs of the Food Pantry. The Treasurer shall oversee and keep the Board informed of the

financial condition of the Food Pantry and of audit or financial review results. In conjunction with the other directors, the Treasurer shall oversee budget preparation and shall ensure that the appropriate financial reports, including an accounting of major transactions, are available to the Board.

The Treasurer shall open an account in the name of the Food Pantry with a bank local to Williamsfield, Illinois. If the local bank becomes unavailable for this account, another bank in the surrounding area shall be selected. The Treasurer may also, as directed by the Board, open additional accounts as needed by the Food Pantry.

The Treasurer shall oversee the preparation of annual financial statements, tax returns and any other documents required by state or federal law. The Treasurer shall be responsible for making sure all tax returns and all other required annual reporting documents are filed on or before the due date, including approved extensions.

The Treasurer may appoint, with approval of the Board, a person to assist in performance of all or part of the duties of Treasurer. In addition, the Board may engage a certified public accountant to assist the Treasurer in the execution of these duties.

ARTICLE SEVEN

REGISTERED AGENT OF THE FOOD PANTRY

The registered agent of the Food Pantry is defined as the individual listed as the registered agent of the Food Pantry pursuant to the Articles.

ARTICLE EIGHT

DELEGATION OF AUTHORITY

8.01 Process to Delegate Authority

The directors may vote to delegate specified responsibilities to any person so long as the delegated actions are ultimately performed at the discretion and direction of the Board. These authorities may not be re-delegated without explicit approval by the Board.

8.02 Delegated Responsibilities

The Board may delegate specific responsibilities on behalf of the Food Pantry. These include but are not limited to:

- Receiving donations
- Issuing receipts
- Recordkeeping and reporting
- Seeking, approving, denying, removing, training, managing, and organizing volunteers or employees
- Staffing the physical location during business hours

- Providing building access for site maintenance, deliveries, and other purposes
- Coordinating resources and community programs
- Seeking and initiating strategic partnerships
- Fundraising
- Creating and maintaining a website and public information about the Food Pantry
- Maintaining the physical location in manner consistent with expected condition of a food pantry (e.g., arranging for pest and rodent control, monitoring for proper ventilation, and the like)
- Developing and implementing a Continuity of Operations Plan and Emergency Response Plan
- Remediating emergency situations at the physical address or internet presence
- Receiving and responding to inquiries
- Performing outreach
- Managing other daily operations
- Performing other duties as required by the Board, law, or regulation.

8.03 Rescinding or Revising a Delegation of Authority

The Board may vote to rescind or revise any delegation of authority at any scheduled meeting. Notification of such action must be communicated to the delegate within one (1) business day of Board action.

8.04 Initial Delegate

Unless otherwise rescinded pursuant to a resolution by the Board, the Board shall delegate to Lora Kutkat, in her capacity as a manager of the Food Pantry (the “Manager”), the authority and responsibilities set forth in this Article 8.

ARTICLE NINE

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED MATTERS

9.01 Contracts and Other Writings

The Board may authorize any officer or officers, or agent or agents of the Food Pantry, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Food Pantry. This authority may be general, or confined to specific instances. The authorization should be passed by resolution of the Board. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Food Pantry shall be executed by the Treasurer or other persons to whom the Food Pantry has delegated authority to execute such documents in accordance with policies approved by the Board.

9.02 Checks, Drafts, and Orders for Payment

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Food Pantry shall be signed by the officer or officers, or agent or agents of the Food Pantry and in the manner determined by resolution of the Board. In

the absence of such determination, these instruments will be signed by the Treasurer or an assistant treasurer, and countersigned by the President or Vice President of the Food Pantry.

9.03 Deposits

All funds of the Food Pantry shall be deposited to the credit of the Food Pantry in banks, trust companies, or other depositories selected by the Board.

9.04 Loans

No loans shall be contracted on behalf of the Food Pantry and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

9.05 Gifts and Contributions

The Board, any committee or any delegate pursuant to Article 8 may:

- Accept on behalf of the Food Pantry any contribution, gift, bequest, or devise of any type of property ("Donations"), for the general and special charitable purposes of the Food Pantry, on terms approved by the Board or committee;
- Hold funds or property in the name of the Food Pantry or of a nominee or nominees appointed by the Board or committee;
- Collect and receive the income from funds or property;
- Devote the principal or income from Donations to benevolent and charitable purposes designated by the Board or committee; and
- Enter into an agreement with any donor to continue to devote the principal or income from the Donation to a particular purpose designated by the donor and after approval of the agreement by the Board or committee, devote the principal or income from that Donation according to the agreement

ARTICLE TEN

GRANTS TO THE FOOD PANTRY

10.01 Applying for Grants

Nothing in these Bylaws prevents the Food Pantry from pursuing external funding through grants so long as such funds do not require repayment or otherwise create a financial obligation on behalf of the Food Pantry, unless approved by a vote of the majority members of the Board.

10.02 Signatory

Unless otherwise specified by the Board, the President and the Vice President have the authority to sign on behalf of the Food Pantry to apply for grant funds.

10.03 Reporting and Stewardship

To the extent that the provision of grant(s) to the Food Pantry requires reporting or other stewardship, this responsibility may be filled by any officer, including the Food Pantry Manager if the responsibility is so delegated, unless the grantor has stipulated otherwise.

10.04 Compliance

Nothing in these Bylaws prevents the Board from modifying policies, procedures, or practices to comply with specific grant requirements, so long as modifications are properly documented and retained in accordance with a Board-approved record retention policy. Examples include but are not limited to employment under a federal, state, or other grant; training requirements; and workplace postings as required by the federal government, State of Illinois, or other governing or regulatory body.

ARTICLE ELEVEN MISCELLANEOUS

11.01 Corporate Records; Reports

Meeting Records. All board and committee meetings must be properly documented through official minutes that accurately and completely capture the proceedings, decisions, and action items. Minutes shall be prepared within thirty (30) calendar days of the meeting and made publicly available after board approval.

11.02 Emergency Matters

Consistent with a board approved Emergency Response Plan, actions authorized by the Board President and designated day to day manager shall be documented and communicated to all board members within two business days.

11.03 Fiscal Year.

The fiscal year begins on July 1 and concludes on June 30.

11.04 Books of Account.

The Food Pantry shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

11.05 Inspection of Records by Directors.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the corporation. Such inspection by a director may be made in person, by the Manager, or the Food Pantry's accountant or attorney.

11.06 Annual Report.

The Board shall cause an annual report to be published not later than 120 days after the close of the fiscal year. The report shall contain all the information required by law, and shall be accompanied by any report of independent accountants, or if there is no such report, the

certificate of the Treasurer that such statements were prepared without audit from the books and records of the Food Pantry. The Treasurer shall furnish the annual report to all Directors.

11.07 Audited Financial Statements.

The Board shall, to the extent required by law, cause the audited financial statements of the Food Pantry to be made available for public inspection no later than 9 months after the close of the fiscal year to which the statements relate.

11.08 Indemnification

The Food Pantry shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Food Pantry against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service as a director, officer, or employee of the Food Pantry; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Food Pantry; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Section 11.08 shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of this Section 11.08 which adversely affects the right of an indemnified person shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

ARTICLE TWELVE
ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS

New bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds vote of the Board, provided such bylaw amendment has been submitted in writing at the previous regular meeting and that such bylaws as adopted and amended are not in conflict with the Articles or law. No amendment may extend the term of a Director beyond that for which such Director was elected.

ARTICLE THIRTEEN
TERMINATION OR DISSOLUTION

Upon termination or dissolution of the Food Pantry, any and all assets remaining after all debts have been satisfied shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above written Bylaws of the Food Pantry were approved by Board on January ____, 2019

Secretary: _____

Date: _____

Bylaws amended July 22, 2020.

Bylaws reviewed and adopted July 15, 2021

Bylaws reviewed and adopted July 7, 2022