PROJECT HOPE FOOD BANK

BY-LAWS

*Revised October 30, 2012*

 **ARTICLE I**

1. The group shall be called the Project HOPE Food Bank. It shall

 have no set membership, but rather it shall be run by a Board of

 Directors, as elected from time to time, in the manner set below.

 **ARTICLE II**

1. The business and affairs of the group shall be managed by its

 Board of Directors.

2. The Board of Directors shall be made up of not less than 9 and not

 more than 15 voting members.

3. If vacancy occurs on the Board, the Board is authorized to fill such

 vacancy by a majority vote of the remaining members.

4. If a voting member misses more than 3 consecutive meetings

 without any contact to another member, they will be subject to

 removal by the Board.

5. A quorum of any meeting shall consist of a majority of the

 membership of the Committee. Any question at the meetingshall

 be decided by a majority of such quorum.

6. Members may not vote by proxy.

7. A director may be removed at any time by a majority vote of the

 Board of directors.

8. Non-scheduled meetings -- The Board must be given 48 hours

 notice.

9. Each Director has a strict legal and fiduciary duty to preserve and

 protect the confidentiality and secrecy of all communications,

 deliberations, and discussion to which he/she becomes privy by

 virtue of his/her service in office and which are deemed to be

 confidential by the Board.

10. The Executive Director of the Project HOPE Food Bank shall serve

 as Ex-Officio member of the Board, but shall not have a vote.

 **ARTICLE III**

 **OFFICERS**

1. The officers of the Board of Directors shall be President, Vice

 President, Secretary and Treasurer.

2. Officers of the Board of Directors shall be elected by the Board and

 serve at the pleasure of the Board. Elections shall be held at the

 regular meeting in November. A slate of officers shall be

 presented for consideration in the preceding month of August.

3. When a vacancy occurs in one of the offices, it shall be filled by

 the Board.

4. The Board of Directors may authorize any one or more officers to

 execute contracts, checks, notes, drafts, and etc. in the ordinary

 course of business.

5. Duties of the Officers:

1. The President shall:

 I. Preside at all meetings of the organization.

 II. Perform such other duties as prescribed in these by laws or assigned by the Organization.

 III. Be a member ex officio of all committees.

 IV. Coordinate the work of the officers and the committees of the organization in order that the purpose of the organization may be promoted.

 V. May serve more than one term.

1. The Vice-President shall:

I. act in the role as President-elect in order to step into the role of the President of the organization the following year provided that President is not reelected for a second term.

II. Perform duties of the President in the absence or inability of that officer to serve.

 III. Act as an aide to the President.

 IV. May serve more than one term.

1. The Secretary shall:

 I. Record the minutes of all meetings of the organization.

 II. Maintain documents necessary to the function of the Board, such as, but not limited to, copies of the by-laws, membership list, minutes of the meetings, etc..

 III. May serve more than one term.

1. The Treasurer Shall:

I. Keep a full and accurate account of receipts and expenditures.

II. Make disbursements as authorized by the Board in accordance with the budget adopted by the organization

 III. May serve more than one term.

 **ARTICLE IV**

1. The By-laws may be adopted, amended or repealed at any Board

 of Directors meeting by a majority vote.

 **ARTICLE V**

**Indemnification of Board Members, Officers, and Others**: The Corporation shall indemnify any officer or member of the Board, or former member of the corporation, officer, or member of the Board for expenses and costs (including reasonable attorney‘s fees) actually and necessarily incurred in connection with any claim asserted against any such person or corporation, by action in court, or otherwise by reason of said person‘s or corporation’s being or having been a member of the Corporation, officer, or member of the Board, except in relation to matters as to which said person or corporation shall have been adjudged guilty of gross negligence or misconduct with respect to the matter in which indemnity is sought; provided, however, the indemnification provided for in this section shall be subject to any applicable statutory restrictions. The Corporation, by resolution of the Board adopted by a majority of its members, may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services as members of committees, officers, or other officials of the Corporation.

 **ARTICLE VI**

1. **Standing committees**: All standing committees shall be created

 by the Board as it may deem necessary to promote the purposes

 of and carry on the work of the organization. Chair persons of

committees shall be appointed by the President. Members of the Board may serve on more than one committee.

2. **Standing committees**: All standing committees shall be created

 the Committee or the Board for a specific purpose. It shall

 automatically go out of existence when its work is done and its

 final report is received.

 **ARTICLE VII**

Notwithstanding anything to the contrary herein, it is intended that

this non-profit coalition qualify as a 501c3 coalition, under the

provisions of the Internal Revenue Code. All provisions of the By-Laws shall be construed accordingly and any provision found to be

inconsistent, shall be deemed null and void.