

**RHODE ISLAND COMMUNITY FOOD BANK ASSOCIATION
BY-LAWS**

ARTICLE I – ARTICLES OF ASSOCIATION

These by-laws, the powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Association. All references herein to the Articles of Association shall be construed to mean the Articles of Association of the Corporation as from time to time amended.

ARTICLE II – NAME & PURPOSE

A. NAME. The name of the Corporation shall be the Rhode Island Community Food Bank Association (hereinafter “Corporation”).

B. PURPOSE. The purpose of the Corporation is to help meet the nutritional needs of residents of Rhode Island who are without sufficient means to purchase food for an adequate diet and/or who are in crisis and have no available food supply. To achieve these purposes, the Corporation shall operate a Community Food Bank to act as a clearinghouse for distribution of food donated by the private sector and food producers, wholesalers and retailers to agencies that serve needy individuals. The Corporation may also provide additional services including training, education, and outreach so that needy individuals can be given the skills and information necessary to help them acquire and maintain adequate nutrition for themselves and their families.

The purpose and activities of the Corporation shall be exclusively charitable and educational. The Association shall not participate or engage in any activity or practice which is prohibited to an exempt organization under Section 501(c)(3) of the Internal Revenue Code or successor provisions thereof.

ARTICLE III – MEMBERSHIP

A. MEMBERSHIP. Membership of the Corporation shall consist of all members accepted at the time of the Corporation’s most recent annual meeting.

B. ELIGIBILITY. Any organization, agency or institution in Rhode Island, or in Southeastern Massachusetts with the written permission of the Greater Boston Food Bank, which provides food to the needy and supports the goals of the Corporation and

which is recognized by the Internal Revenue Service as a 501(c)(3), tax-exempt, charitable institution may be eligible for participation as a member of the Corporation.

C. ANNUAL MEETING. The annual meeting of the members of the Corporation shall be held during the month of October. The business of this meeting shall consist of the election of members of the Board of Directors of the Corporation, the presentation of the annual report by the President and the transaction of any general business which may come before the membership. The Treasurer shall submit a written report of the income and expenses of the Corporation and the assets and liabilities of the Corporation.

D. SPECIAL MEETINGS. Special meetings of the members may be called by the Board of Directors or by ten (10) members of the Corporation.

E. NOTICE. Except as otherwise expressly required by the statute or by these by-laws, notice of each meeting of the members, whether annual or special, shall be given at least seven (7) days before the date on which the meeting is to be held to each member of record (i) by delivering a written or printed notice thereof personally, (ii) by mailing such notice, addressed to the postal address as it appears upon the books of the Corporation, (iii) by sending an electronic message to the e-mail address as it appears upon the books of the Corporation. Except where expressly required by law, no publication of any notice of a meeting of members shall be required. Every such notice shall state the time and place of the meeting, and, in case of special meetings, shall state briefly the purposes thereof.

F. QUORUM. Five percent of the members shall constitute a quorum.

G. VOTE. Each member of the Corporation shall be entitled to one vote.

ARTICLE IV – BOARD OF DIRECTORS

A. GENERAL POWERS, NUMBER, TENURE. The corporate powers of the Corporation shall be vested in and the affairs of this Corporation shall be conducted by the Board of Directors.

The Board of Directors shall consist of up to twenty-four (24) persons. At least six (6) members of the Board shall either be a representative of a member of the Corporation or an employee of a state or local government human services agency. Each member shall serve for a term of two (2) years. Twelve (12) members shall be elected in even-numbered years and twelve (12) members shall be elected in odd-numbered years. There shall be no limit on the total number of terms served by a director; however, no director shall serve for more than three (3) consecutive two (2)-year terms.

B. **NOMINATION.** In September of each year, the nominating committee shall develop a slate of proposed directors which shall be voted on by members of the Corporation at the annual meeting in October. At least ten (10) days prior to the annual meeting, the committee shall mail to each member of the Corporation a copy of the slate of proposed directors for consideration. Additional nominations may be made by any Corporation member by submitting names for consideration to the Chief Executive Officer at least fifteen (15) days before the annual meeting. These names will be included in the aforementioned mailing to the members of the Corporation.

C. **VACANCIES.** In the event of a vacancy on the Board, the majority of directors then in office may elect a new director. The director so elected shall complete the term of the director being replaced.

D. **RESIGNATION, REMOVAL.** A director may resign at any time by giving written notice to the Board. Unless indicated in the notice to the contrary, any resignation shall be effective immediately upon its submission to the Secretary of the Board of Directors.

A director shall be removed for conduct detrimental to the interest of the Corporation exclusively by the procedure hereinafter provided. Except as otherwise provided below, before any director may be removed, written charges specifying the alleged cause which is detrimental to the best interests of the Corporation shall be filed with the Secretary, and a copy thereof shall be served on the director charged. S/he shall be given the opportunity at a meeting of the Board of Directors to be heard on the subject of the charges. At any meeting of the Board, duly called, at which there is a quorum, the affirmative vote of two-thirds of all the directors present shall be necessary to effect such removal.

Each director is expected to attend no less than four out of the seven regularly scheduled meetings that occur (six meetings of the Board of Director's plus the annual meeting) as announced in the annual notice from the President specified in Section E below. Any director who fails to meet these minimum attendance requirements is subject to dismissal from the Board and no other reason for such dismissal is required; however, other activities and contributions by such director may be taken into account in determining whether or not a dismissal of such board member is in the best interest of the Food Bank. The final decision to request the resignation of a director for failure to meet the minimum attendance requirement shall rest with the full Board. The full Board shall provide written notice of its decision to the director in question, the President and the Secretary of the Corporation. In the event that any director who is asked to resign from the Corporation is also an officer of the Corporation, such person shall be deemed to have resigned not only as a director but also as an officer of the Corporation.

E. MEETINGS. The Board of Directors shall meet at least every other month at a time, date and place designated by the President. By January 1st of each year, the President shall mail to each member of the Board of Directors a schedule listing the date, time and place of each of the six regularly scheduled Board meetings and the Annual Meeting to be held during the upcoming calendar year.

F. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or by six (6) or more directors upon seven (7) days' notice to each director.

G. QUORUM. At all meetings of the Board of Directors, one-third of the directors then in office shall constitute a quorum for the transaction of business and a majority vote of the members present shall be required for any action of the Board.

H. NOTICE. Notice of each regular or special meeting of the Board of Directors shall be given by the Secretary or the person calling the meeting to each director by mailing the same addressed to him or her, at his residence or usual place of business, or orally, by telephone or personally, or electronically, at least three (3) days before the day on which the meeting is to be held. Every such notice shall state the time and the place of the meeting but not state the purposes thereof except as otherwise in these by-laws expressly provided.

ARTICLE V – WAIVER OF NOTICE; UNANIMOUS CONSENT; TELEPHONE CONFERENCE MEETING

A. WAIVER OF NOTICE. Notice of the time, place and purpose of any meeting of the members or Board of Directors may be waived in writing by any member or director before such meeting; and attendance in person at a meeting of the members or of the Board of Directors shall be equivalent to having waived notice thereof.

B. UNANIMOUS CONSENT OF DIRECTORS. Insofar as permitted by law and unless otherwise restricted by the Articles of Association or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board and such written consent is filed with the records of the Corporation.

C. TELEPHONE CONFERENCE MEETING. Meetings of the Board of Directors, regular or special, may be held by means of a telephone conference circuit and connection to such circuit shall constitute presence at such meeting.

ARTICLE VI – OFFICERS

A. **GENERAL POWERS.** The executive officers of the Corporation shall be a President, one or two Vice-Presidents, a President-Elect elected every third year, a Secretary, and a Treasurer. Their duties shall be as follows:

PRESIDENT. The President shall chair all meetings of the Corporation and shall see that all directives and resolutions of the Corporation are effectuated. The President shall also be responsible for developing and presenting an annual report of the affairs of the Corporation at the annual meeting held at the close of his/her term.

PRESIDENT-ELECT. The President-Elect will be elected after the completion of the President's second year of the President's three-year term. The President-Elect shall chair all meetings in the absence of the President. The President-Elect also shall have all other responsibilities and powers delegated to the President when the President is not available, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

VICE PRESIDENTS. The Vice-President, or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors, shall chair all meetings in the absence of the President and President-Elect. The Vice-President(s) also shall have all other responsibilities and powers delegated to the President when the President is not available, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

SECRETARY. The Secretary of the Corporation shall record the minutes of all meetings of the Corporation. The Secretary also shall be responsible for issuing copies of the minutes to all members and for publicizing all meetings as provided in Articles III, E and IV, H, above; shall be custodian of the records (other than financial) and of the seal of the Corporation; and in general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or the President.

TREASURER. The Treasurer shall review financial statements with the Chief Financial Officer on a monthly basis to provide Board oversight for the financial management of the Food Bank. The Treasurer will provide, with support from staff, a Treasurer's report at Board meetings and the annual meeting of members and will present the annual budget for approval to the Executive Committee and full Board, again with support from staff. The Treasurer will be

responsible for ensuring an annual audit of the Corporation and will ensure, through consultation with and support of the Chief Financial Officer and the Chief Executive Officer, proper handling of all funds and securities of the Corporation, the depositing all such funds to the credit of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; disbursement of the funds of the Corporation under the general control of the Board of Directors, based upon proper vouchers for such disbursements; receiving, and giving receipts for, moneys due and payable to the Corporation from any source whatsoever. The Treasurer shall also be responsible overseeing the maintenance of the books and records of account of the Corporation and keep or cause to be kept such records at such office or offices of the Corporation as the Board of Directors shall from time to time designate; be responsible for overseeing the keeping of correct and adequate records of the assets, liabilities, business and transactions of the Corporation and at all reasonable times exhibit the books and records of account to any of the directors of the Corporation upon application at the office of the Corporation where such books and records are kept; be responsible for overseeing the preparation of and filing of all reports and returns relating to or based upon the books and records of the Corporation kept by him or her or under his or her direction; and, in general, overseeing the performance of all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

Each officer shall, subject to these by-laws, have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to this office, and such duties and powers as the Board of Directors shall from time to time designate.

B. ELECTION, TENURE. The term of office for all officers, except the President-Elect, shall be three years. New officers shall be elected by the Board of Directors from among their members at the meeting of the Board of Directors following the annual meeting. The President-Elect shall be elected to serve a one-year term by the Board of Directors after the second year of the President's three-year term of office.

C. RESIGNATION; REMOVAL. An officer may resign at any time by giving written notice to the Secretary. Unless otherwise indicated in the notice, the resignation shall be effective immediately.

Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of Directors then in office when in their judgment the best interests of the Corporation will be served thereby. Before an officer may be removed, written charges specifying the alleged cause shall be filed with the Secretary and a copy

served on the officer charged. S/he will be given the opportunity at a meeting of the Board to be heard on the subject of the charges.

D. VACANCIES. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the majority vote of the Board of Directors.

E. BONDING. Any officer, employee, or agent shall give such bond with such surety or sureties for the faithful performance of his or her duties as the Board of Directors may from time to time require.

ARTICLE VII – EXECUTIVE COMMITTEE

A. EXECUTIVE COMMITTEE. The committee shall consist of all officers of the Corporation and chairpersons of the standing committees. Each member of the Executive Committee shall continue to be a member thereof until the expiration of their term of office or earlier resignation or unless removed sooner as a director.

B. POWERS. The Executive Committee shall have and may exercise all the rights, powers and authority of the Board of Directors, however, any such actions of the Executive Committee must be reported to and approved by the Board at the next regularly scheduled meeting.

C. PROCEDURES, MEETING. The Executive Committee shall fix its own rules of procedure and shall meet at such times and at such places as may be provided by such rules or as the members of the Executive Committee shall provide. The Executive Committee shall keep regular minutes of its meetings and shall deliver such minutes to the Board of Directors. The President of the Board shall preside at the meetings of the Executive Committee and the Secretary of the Corporation shall act as secretary of the Executive Committee.

D. QUORUM. A majority of the Executive Committee shall constitute a quorum, and the affirmative vote of two-thirds of the members of the entire committee shall be required for any action of the Executive Committee.

E. INFORMAL ACTION BY EXECUTIVE COMMITTEE. Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting by polling all members of such Committee individually in person or via telephone or by unanimous written consent of such members of the Executive Committee.

ARTICLE VIII – OTHER COMMITTEES

A. **STANDING COMMITTEES.** With the prior approval by resolution adopted by the majority of the whole Board, the President may appoint such standing committees of the Board as the President shall deem advisable and with such functions and duties as the President shall prescribe. The Board may appoint non-directors to the committees who will have full voting privileges. The Chief Executive Officer and President shall be ex-officio members of all committees. Other Corporation staff may be assigned as nonvoting members to committees by the Chief Executive Officer. The number of directors appointed to serve on each committee at all times must equal or exceed the non-directors appointed to serve on each such committee. At the time that any vote is taken at a committee meeting, at least fifty percent (50%) of those persons then present at the meeting must be directors.

B. **AD HOC COMMITTEES.** The President may appoint such ad hoc committees as the President may deem advisable and with such functions and duties as the President shall prescribe.

C. **VACANCIES.** The President shall have the power to fill vacancies in any committee.

ARTICLE IX – CHIEF EXECUTIVE OFFICER

A. The Board of Directors shall hire a Chief Executive Officer to carry out the responsibilities of day-to-day operation of the Corporation.

B. The Board of Directors has the power to hire, fire, and evaluate the performance of the Chief Executive Officer.

C. The Chief Executive Officer has the power to hire, fire, and evaluate any other staff in accordance with the personnel policies of the Corporation.

ARTICLE X – INDEMNIFICATION, CONFLICT OF INTEREST, NON-DESCRIMINATION

A. **INDEMNIFICATION.** Each person who at any time is, or shall have been, a director, officer, employee or agent of the Corporation, and is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, or criminal, administrative or investigative by reason of the fact that he or she is, or was, a director, officer, employee or agent of the Corporation, or is or has served at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any

such action, suit or proceeding to the full extent permitted by law, except for liability arising out of such person's gross negligence or willful misconduct. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which such director, officer, employee or agent may be entitled, under any by-law, agreement, vote of members or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

B. CONFLICT OF INTEREST. Each Director and officer shall use best efforts to disclose to the Board of Directors, the Executive Committee, or any other committee, the material facts concerning any financial interest the Director or officer may have in any contract or transaction with the Corporation or any contract or transaction between the Corporation and any other Corporation or organization in which the Director or officer is a Director, officer in which the Director or officer has a financial interest. Any such Director shall abstain from voting on any such matter, although such Director's presence may be counted for purposes of determining whether a quorum is present. This Bylaw shall not in any manner limit the applicability or effect of [R.I.G.L. 7-6-26.1](#) (Director Conflicts of Interest) as the same may be amended from time to time.

C. NON-DISCRIMINATION. The Corporation shall not discriminate on the basis of age, sex, color, race, veteran status, religion, national origin, sexual orientation, or disability with respect to employment, volunteer participation, or the provision of services. Member agencies will comply with this policy.

ARTICLE XI – EXECUTION OF DOCUMENTS

A. CONTRACTS, ETC., HOW EXECUTED. Unless the Board of Directors shall otherwise determine, the (i) President or any Vice-President and (ii) the Treasurer or the Secretary may enter into any contract or execute any contract or other instrument, the execution of which is not otherwise specifically provided for, in the name and on behalf of the Corporation. The Board of Directors, except as in these by-laws otherwise provided, may authorize any other or additional officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any contract or instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized to do so by these by-laws or by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

B. CHECKS, DRAFTS, ETC. All checks, drafts, bills of exchange or other orders for the payment of money, obligations, notes, or other evidences of indebtedness, bills of lading, warehouse receipts and insurance certificates of the Corporation, shall be

signed or endorsed by such officer or officers, employee or employees, of the Corporation as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE XII – BOOKS AND RECORDS

A. PLACE. The Board of Directors shall keep the books and records of the Corporation as such places within the State of Rhode Island, as it may from time to time determine. Records of the membership of the Corporation shall be kept by the Secretary.

B. ADDRESSES OF MEMBERS. Each member shall designate to the Secretary of the Corporation an address at which notices of meetings and all other corporate notices may be served upon or mailed to it, and if any member shall fail to designate such address, corporate notices may be served by mail or personal delivery directed to such organizations at its last known postal address.

ARTICLE XIII – SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the name of the Corporation and the words and figures “Incorporated 1981, Rhode Island”.

ARTICLE XIV – FISCAL YEAR

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Corporation shall commence on the first day of July to the last day of June of each year.

ARTICLE XV – AMENDMENT OF THE BY-LAWS

These by-laws may be amended at any meeting of the Board of Directors duly called by a majority vote of those directors present and voting, provided that a quorum is present and further provided that written notice of an intent to so amend, together with a statement of the proposed amendments is served on each director at least ten (10) days prior to such meeting; provided, however, that notwithstanding the foregoing, ARTICLES II AND III of these by-laws only may be amended at any meeting of the membership duly called by a two-thirds vote of these present and voting, provided that a quorum is present and further provided that written notice of an intent to so amend, together with a statement of the proposed amendments is served on each member at least ten (10) days prior to such meeting.