

BYLAWS OF  
PERHAM COMMUNITY FOOD SHELF, INC.  
PERHAM, MINNESOTA 56573

ARTICLE 1 - NAME

The name of the corporation shall be Perham Community Food Shelf, Incorporated.

Article 2 - Purpose

*The Perham Community Food Shelf is a charitable non-profit corporation dedicated to providing a temporary supply of food to eligible persons in need of emergency assistance in the Perham/Dent School District. We serve the needy with human dignity and we are committed to helping them with the basic needs of everyday living in order to return joy and hope to their lives and their spirits. We assist clients in finding information, ideas and resources in order to alleviate hunger and poverty in our local area. The corporation shall be finance through grants and voluntary contribution from individuals, businesses, organizations, service clubs, municipalities, etc*

ARTICLE 3 - SERVICE AREA

The area served by this corporation will be, but not limited to, the Perham-Dent School District boundaries.

ARTICLE 4 - BOARD OF DIRECTORS

Section 1: General Powers

The Board of Directors shall have the general power to manage and control the affairs and property of the Perham Food Shelf, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors

The Board of Directors has the authority to enter into legally binding agreements with Federal, State and Local agencies.

The Board may also enter into agreements with private funding sources for the purposes of providing services of the corporation in keeping with the work of the Food Shelf.

All such actions shall be by majority vote of the board membership.

The Board has the same legal powers and responsibilities granted to it by the State of Minnesota as any Board of Directors of a non-profit corporation.

Specific powers of the Board of Directors are:

- a. To determine fiscal, organizational and program policies.
- b. To determine overall program plans and priorities for the Food Shelf.
- c. To determine rules and procedures for the governing board and employees and volunteers serving the Food Shelf.
- d. To select the officers and any standing or ad hoc committees.

## Section 2: Number and Eligibility

The Board of Directors shall consist of nine members, or no less than seven members and no more than ten members. Directors should be residents within the Perham Dent School District Boundaries, or work at, own or operate a business within the Perham Dent city limits.

The Board of Directors shall have representation from no less than the following entities:

- No less than one representative from the Perham Pastoral Association.
- No less than one representative from the Perham/Dent School Administration.
- No less than one representative from the medical community.
- No less than three members at large from the community.
- No less than \_\_\_\_\_ members from \_\_\_\_\_

Only one member from immediate families may serve on the Board of Directors.

The Food Shelf Executive Director shall not serve on the Board of Directors.

### Section 3: Term

All Board members shall serve three year terms but are eligible for re-election for up to two consecutive terms. Thereafter the Board member would have to sit out for two years before being eligible for re-election. The Board members shall be organized into three classes with one third being elected each year.

### Section 4: Compensation

The elected Officers and Directors shall not receive directly or indirectly, any compensation from the corporation or the Food Shelf, though they may be reimbursed for expenses incurred in fulfilling their office.

### Section 5. Selection and Board Election Process

A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse service area. In addition, any Board Member can nominate a candidate to the slate of nominees. The Board Development Committee will consist of the Executive Director, Board Vice - Chair and one Board Member to be appointed by the Board Chair. All nominations will come through the Board Development Committee who will conduct any required interviews. All nominations will be confirmed by the Board Development Committee and will have a complete dossier prepared prior to presentation to the Board of Directors.

New Board Directors and current Directors shall be elected or re-elected by voting Board Members at the annual meeting.

### Section 6: REMOVAL OF BOARD MEMBERS

Any Director absent from three consecutive meetings without notification to the chairperson or secretary of the Board shall be deemed to have resigned by his/her non-participation.

Any Director may be removed for cause whose willful actions have been deemed detrimental to the goals and objectives of the Food Shelf by action of the Board of Directors (2/3 vote of those present and voting required).

#### Section 7: Vacancies

When a vacancy on the Board of Directors exists mid-term, it will be determined by majority vote as to whether to replace that vacancy or wait until the annual meeting, whereupon, nominations by the Board Development Committee will have been received.

If voted to fill the position immediately, the same required criteria as determined in Section 5 (Five) and Section 2 (Two) is to be fulfilled.

#### Section 8: Quorum

The quorum for the Board to conduct business shall be a minimum of five (5) members at a regular or special meeting provided appropriate notice was given of the meeting. There shall be no provision for proxy voting by any member.

#### Section 9: Officers

The Officers of the Board of Directors shall have a Chair, a Vice-Chair, a Secretary and a Treasurer. Other Officers may be elected as deemed necessary by the Board of Directors for conducting its business.

The members of the Board of Directors shall elect the officers each year at the January meeting. Each officer shall serve a term of one year (with the right of self-succession) and shall continue to serve until a successor has been duly elected and qualified to serve.

#### Section 10: Limits of Liability

## Section 11: Duties of Officers

**Chair:** The Chair shall be the presiding officer at each meeting of the Board of Directors. In addition, he/she shall appoint all committees; shall sign on behalf of the Board of Directors any legal papers or contract or other instruments which the Board of Directors has authorized; serve as a representative of the Food Shelf as the Board directs and authorizes; and fulfill other duties assigned by the Board of Directors.

**Vice-chair:** The Vice-chair shall exercise the duties of the Chair in his/her absence and such other duties as the Chair or the Board of Directors may assign.

**Secretary:** The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

**Treasurer:** The Treasurer shall keep the financial records of the corporation in consultation and coordination with the Executive Director. The Treasurer shall present these records for audit annually at the conclusion of each calendar year. The Auditor shall be approved by the Board of Directors. The Treasurer shall make a report at each board meeting. The treasurer in coordination with the Executive Director will assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. It will be the responsibility of the Treasurer to provide a financial analysis as to the trending of the financial condition of the Perham Food Shelf.

## ARTICLE 5 - MEETINGS

The Board shall have regular meetings in January, April, July and October, dates to be set by Board at the Board meeting. January will be the annual meeting.

Special meetings of the Board can be called by the Chair of the Board or the Executive Director. Special meetings must be called by the Chair within ten (10)

days of a written request for a special meeting by three board members. Any call for a special meeting must give the purpose of such a meeting. Only business in keeping with the called purpose shall be able to be transacted.

The Board shall make available the agenda for any Board meeting at least 24 hours before the meeting is held.

The order of business will be set by the Board President. The following order of business is recommended:

Call to order.

Determination of quorum.

Reading of the minutes of previous meeting and approval.

Communications.

Report of the Officers.

Report of the Food Shelf Director.

Reports of Committees.

Unfinished Business.

New Business.

Adjournment.

## ARTICLE 6 – EXECUTIVE DIRECTOR AND STAFF

The Board of Directors shall be responsible for the selection of an Executive Director who serves at the pleasure of the Board. This Director shall not be eligible to serve as a member of the Board of Directors.

The Executive Director has day to day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described by the Board of Directors. The Executive Director shall be responsible for the administration and staffing of the Food Shelf. This shall be done in accordance with policies of operation adopted by the Board.

The Executive Director shall be authorized to seek grants (including, but not limited to, the preparing of grant materials) with the advice and consent of the Board or its Chair.

The Executive Director may receive compensation as determined by the Board of Directors. The expenses of the Food Shelf Director in fulfilling his/her responsibilities shall be reimbursed as approved by the Board of Directors.

#### ARTICLE 7 – PUBLIC ACCESS TO INFORMATION

All financial books and records shall be open for inspection by any individual or individuals upon request to the President and the request is in compliance with the statutes governing non-profit corporations in the State of Minnesota.

#### ARTICLE 8 – FINANCES

The activities and programs of the Food Shelf shall be financed through grants and/or contacts with Federal, State and Local agencies, foundations, from voluntary contributions in cash or in kind, from individual, businesses, civic organizations, service clubs, municipalities, or from another group concerned with achieving the work of the Food Shelf.

All monies of the Food Shelf shall be deposited in the name of the corporation in a bank or banks designated by the Board of Directors.

#### ARTICLE 9 – AMENDMENTS

These bylaws may be amended, repealed or altered in whole or in part, and new bylaws adopted by a majority vote of the membership of the Board of Directors at any regular Board meeting or at a Special meeting of the Board called for such purpose.