

# Wilton Food Pantry

## By-Laws

### Article I

#### Name & Purpose

1. **Name:** The official name of the Organization shall be the Wilton Food Pantry.
2. **Mission:** To provide those in need with emergency food by working together with community members, leaders, and local businesses and organizations to gather, store, and distribute goods; to offer compassionate help as we respect the dignity of each person we serve; and to inform and educate our community about the issue of hunger in the Town of Wilton, NY.

### Article II

#### General

1. **Establishment:** The Board of Directors shall have the power to establish committees and task force groups and define their duties.
2. **Appointment:** Subject to the approval of the Board of Directors, the President of the Board of Directors shall appoint a Committee and/or Task Force Chair who then appoints Committee and/or Task Force members. The President of the Board shall be a member ex-officio of all committees and task force groups .
3. **Liability And Indemnification:** Directors and Officers, shall not be individually or personally liable for the debts or obligations of the Organization and shall be indemnified by the Organization against all financial loss, damage, costs, and expense (including attorneys fees) reasonably incurred by or imposed upon them in connection with or resulting from any civil or criminal action, suit, proceeding, claim, or investigation in which they may be involved by reason of any action taken or omitted to be taken by them in good faith as such Director or Officer of the Organization.  
**Prudent Care** – Such indemnification is subject to the condition that a majority of a quorum of the Board comprised of those Directors as applicable who are not parties to such action, suit, proceeding, claim, or investigation, or if there by no such quorum, independent legal counsel selected by a quorum of the entire Board of Directors as applicable, shall be the opinion that the person involved exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances or that such person took or omitted to take such action in reliance upon advice of counsel for the Organization or upon information furnished by an officer or employee of the Organization and accepted in good faith by such person.  
**Benefit** – The indemnification provided herein shall inure to the benefit of the heirs, executors, or administrators of any Director or Officer and shall not be exclusive of any rights to which such

party may be entitled by law or under any resolutions adopted by the Board of Directors as applicable.

**Coverage-** The Organization shall at all times provide liability coverage in the form of Director/Officer liability insurance covering members of the Board of Directors and officers of the Organization in amounts sufficient to protect them against any such liabilities; said amounts to be set and approved by the Board of Directors and reviewed from time to time.

4. **Conflict of Interest:** Each Director and/or Officer has a duty to disclose to the Board any and all conflicts of interest which they believe may arise in connection with their services.
5. **Compensation:** No compensation shall be paid to any member of the Board of Directors, unless authorized by the Board of Directors.

### Article III

#### Board of Directors

1. **Election and Term:** The Board of Directors shall consist no more than thirteen (13) and no fewer than five (5) persons elected from among the voting members.
2. **Limitations of Office:** A person, who has served three (3) consecutive two year terms, for a maximum of six (6) years as elected Director, shall not be eligible to serve again as a Director for one year after completing their third term. The sole exception to this term limit shall be a serving President who may serve a third year as President (which would be a seventh year on the Board), upon the happening of extraordinary circumstances. The additional year and the finding of extraordinary circumstances must be approved by two-thirds (2/3rds) vote of the Board of Directors.
3. **Board Requirements:** All members of the Board of Directors must have a commitment to the mission of the Wilton Food Pantry. Contributions to be made in the form of time, service, or fiscal donation, at levels to be determined by the Board.
4. **Board Development Committee:** The President shall appoint a board development committee, approved by the Board of Directors, of not fewer than three (3) Directors. The committee shall strive to understand the Board's ability as a team to achieve the Organizations mission and goals. The Board Development Committee shall put forth a slate of nominees to be voted upon at the annual meeting for election each year. Said slate to be presented at the annual meeting and voted on at the first regular meeting of the Board of Directors following the annual meeting.
5. **List of Nominees:** At least 1 (one) month prior to the annual meeting, the Board Development Committee shall submit to the Secretary a written list of nominees, which shall be distributed to all Directors. Further nominations may be made in writing to the Board Development Committee three (3) weeks prior to the annual meeting. A final list of nominees will be distributed to the Directors two (2) weeks prior to the annual meeting. Full power of nominations shall rest with the Board Development Committee.

6. **Vacancies:** The President of the Board of Directors at any regular meeting may appoint an individual to fill a vacancy in the Board of Directors until the next annual meeting. That individual will fill that vacancy for the remainder of the year until the next annual meeting. The individual may be nominated at the next annual meeting and be eligible to serve two (2) 2 year terms.
7. **Assumption of Office:** All elected candidates shall assume office at the first Board of Directors meeting following the annual meeting.
8. **Automatic Removal for Absences:** Any Director absent for five (5) meetings in one calendar year without prior Board written approval shall be subject to automatic removal from office at the discretion of the Board of Directors. The Secretary shall notify such person by mail within seven (7) days of their removal. It is necessary to obtain prior written Board approval for a leave of absence which may be used to excuse absences from Board meetings. In addition, a Board member may be removed by a two thirds (2/3rds) vote of the Board of Directors.
9. **Powers of the Board:** The Board of Directors shall control the real property of the Organization and be responsible for the management and control of the property and affairs of the Organization. Without limiting the generality of the foregoing, the Board of Directors shall have the power to determine policy not inconsistent with these by-laws for the orderly conduct of the affairs of the Organization.
10. **Regular Meetings:** Regular meetings of the Board of Directors shall be held as determined by the Board President and confirmed by the Vice President, but not less than two times per quarter. Active participation by a voting member who is not a Director shall be allowed only with the permission of the presiding officer.
11. **Special Meetings:** Special meetings may be called by the President or upon written request of three (3) or more Directors. The purpose of such meetings shall be stated in the call. The Secretary shall give notice of all Special Board meetings to each Board member not less than twenty-four (24) hours prior to the meeting.
12. **Inspection of Minutes:** Minutes of all proceedings of the Board of Directors shall be kept on file at the principal office of the Organization and shall be open to inspection by any person authorized by resolution of the Board of Directors. Minutes can be reviewed by anyone serving on the Board of Directors.
13. **Board of Director's Officers:** The officers of the Organization shall be the President, Vice President, Secretary, Treasurer, and such other offices from time to time as approved by the Board of Directors.
14. **Quorum:** A quorum equal to 60% of the current members of the Board of Directors is required to conduct official business.
15. **Action in Lieu of Meeting:** Any Board of Directors action required or permitted to be taken by the Board of Directors may be taken without a meeting, if 2/3rds of the members of the Board of Directors shall consent to such action in writing. Such written consent shall be made a part of

the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors.

16. **Proxies:** Any Director may authorize another Director to act on his or her behalf by executing a written general proxy which shall be valid until revoked in writing, or by executing a written limited proxy, valid only for a specific meeting or limited purpose as specific therein.

## Article IV Officers

1. **Election:** A meeting of the Board of Directors shall be held no later than thirty-one (31) days following the Annual Meeting. At the first regular meeting following the Annual Meeting, the Directors shall elect from their own a President who shall hold office for two years, Vice President, Secretary and Treasurer who shall hold office for two years, or until their successors are elected.
2. **Limitation of President's Term:** The President may serve a two-year term and one additional year as President due to extraordinary circumstances, but no more than 7 consecutive years on the Board of Directors. The additional year and finding of extraordinary circumstances would need to be approved by 2/3rds vote of the Board of Directors.
3. **President Authority:** The President shall preside at all Organization meetings and meetings of the Board of Directors. The President shall appoint all committees and task forces as needed to carry out the work of the Board.
4. **Vice President's Authority:** The Vice-President shall be empowered to act in the absence of the President.
5. **Treasurer:** The Treasurer shall have full access to the Organization's financial and business information and shall ensure the appropriate handling and reporting of Organization funds. The Treasurer must hold a position on the Finance Committee.
6. **Secretary:** The Secretary shall keep records of the Organization and Board of Directors meetings and attest to official actions of both.

## Article V Finances

1. **Fiscal Year:** The fiscal year of the Organization shall begin on the first day of January and end on the thirty-first day of December unless changed by the Board of Directors.
2. **Audit:** At least annually, the Board of Directors shall have an independent audit conducted of the accounts of the Organization by a certified public accountant and submit the audit to the Board of Directors.

## Article VI

### Dissolution

1. **Dissolution:** Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## Article VII

### Amendments

1. **Procedure:** These by-laws may be amended by a two-thirds vote of the Board of Directors at any regular or special meeting.