

Bylaws

Sumner Community Food Bank

Organization Name and Address

The name of the organization is Sumner Community Food Bank (“Organization”).

Physical location: 15625 Main Street E, Sumner, WA 98390

Mailing Address: P.O. Box 475, Sumner, WA 98390

Purpose

The purpose of the Organization is to provide nutritious food and referral services with dignity and loving care to our neighbors in need in Sumner (98390 zip code) and Lake Tapps (98391 zip code), as well as transients, through donations and the work of dedicated volunteers.

Our mission is to provide food assistance to each person who visits the food bank and meets the published and posted qualifying guidelines, and also to be good stewards of food surpluses, and increase public awareness on issues of hunger in our community. When a surplus exists, we add value to other food banks and charitable nonprofits by providing an efficient distribution and sharing of food.

Sumner Community Food Bank will operate as a food bank and is an independent registered not-for-profit charitable 501(c)3 organization.

All services are given at no charge or obligation to all people without regard to religious preference, race, national origin, age, sex, marital status, political affiliation, or disability.

The Organization may receive and administer funds for this charitable purpose, in accordance with section 501(c)3 of the Internal Revenue Code. To that end, the Organization is empowered to:

- a) hold or dispose of any assets without limitation to the amount or value,
- b) invest or manage monetary funds and/or income to best promote the purposes of the Organization as determined by the Board of Directors, without limitation, except such limitations, if any, as may be contained in the instrument in which such property is received, or any applicable laws,
- c) take any other action supporting the advancement of the Organization’s purpose, but not for the monetary profit or gain of any Board Member or private individual (excluding loans with lower than market value interest, if needed), except that reasonable compensation may be rendered for services to the Organization, as approved by the Board of Directors.

Registered Membership

Registered membership in the Organization (“Members”), including voting rights at general membership meetings, is open to all adults who volunteer their time, complete and sign a volunteer application, agree to abide by established food bank policies and bylaws, and provide authorization for a background check, to be completed at the Organization’s discretion. Those volunteering as students or through court-ordered community service are not eligible for registered membership.

Volunteer leads will be assigned for each morning and afternoon shift as determined by the Volunteer Coordinator(s).

At least two Members are required to be present at the Organization’s physical location during hours of operation, as a safety precaution.

Removal of food or any other property of the food bank for personal consumption or use by Members off site is discouraged and may result in termination as deemed appropriate by the Board of Directors. Exceptions may be made for excess produce, breads and other excess donated perishables solely at the discretion of the volunteer stock leads, a Board Member, or Food Bank Director.

Food Bank volunteers reserve the right to refuse service and may contact authorities in the event of actual or perceived threat to health and well-being or perceived abuse of the system.

Board of Directors

The Board of Directors will consist of the following positions (“Board Members”):

Voting Board Members

Officers (“Board Officers”)

- Chairperson
- Vice Chairperson
- Treasurer
- Secretary

Members

- Members-at-Large – no more than seven

Non-voting Board Members

- Food Bank Director
- Past Chairperson

Board of Directors Responsibilities

The Board of Directors (“Board”) will supervise and control the business, property, finances and affairs of the Organization, except as otherwise expressly provided by law, or these Bylaws.

- The Board will appoint or hire the Food Bank Director (“Director”) who is responsible to the Board and is to attend and provide a report at Board meetings.
- The Board may appoint or hire a Food Bank Assistant Director (“Assistant Director”), a non-Board position, who will report to the Director and attend and provide an operational report at Board meetings.
- The Board maintains the right to create standing or special committees, as needed.
- For whatever reason, should a vacancy occur in a Board position between elections, the Board may vote to fill the Board Member position for the unexpired portion of the term until such time that elections are held.

It is the responsibility of each Board Member to:

- Stay informed and educated on the workings of the Organization and work in cooperation with and respect for the other Board Members and Organization Members.
- Make every effort to attend Board meetings. See page 6 “Removal of Board Members” for attendance requirement.

Additionally, responsibilities of each Board Member position are as follows:

- **Chairperson (“Chair”):** The Chair will
 - a) be a voting member of the Board,
 - b) preside at all general membership and Board meetings,
 - c) act as Chair of the Executive Committee,
 - d) have the power to call meetings,
 - e) be responsible for leadership of the Board in discharging its powers and duties,
 - f) in general, supervise the business and affairs of the Organization,
 - g) hold a key to the Organization’s mailbox,
 - h) serve on the Board as Past Chairperson for 1 year after completing their term as Chair, and
 - i) act as a registered agent and signatory of the Organization, and
 - j) have other powers or duties as may be assigned by the Board, or the Bylaws.

- **Vice Chairperson/Vice President (“Vice Chair”):** The Vice Chair will
 - a) be a voting member of the Board,
 - b) have all powers and duties of the Chair during the Chair’s absence, disability, or disqualification, or during any vacancy in the position of Chair until elections are held, and
 - c) have other powers or duties as may be assigned by the Chair, the Board, or the Bylaws.

- **Treasurer:** The Treasurer will
 - a) be a voting member of the Board,
 - b) be responsible for the care and custody of all Organization funds and securities and disburse said funds and securities according to the orders of the Board,
 - c) maintain records of all income, expenses, assets and liabilities of the Organization, supported by receipts and appropriate records,
 - d) present monthly financial reports and Organization bank account updates at the monthly Board meeting,
 - e) issue checks and payments per the written guidelines outlined in these Bylaws,
 - f) act as a registered agent and signatory of the Organization,
 - g) file all required reports, including but not limited to tax returns and reports required by affiliated non-profit organizations (e.g. Northwest Harvest, Emergency Food Network, Food Lifeline, and others as needed),
 - h) at the end of each calendar year, oversee development of a proposed operating and expense budget for the coming year to be presented to the Board for review and approval no later than the December Board meeting,
 - i) arrange for an outside expert, approved by the Board, to audit the organization’s books and records after the end of each fiscal year, with the audit findings reported to the Board within six months after the end of the fiscal year,
 - j) hold a key to the Organization’s safety deposit box,
 - k) be a member of the Board Finance Committee, and
 - l) have other powers or duties as may be assigned by the Chair, the Board, or the Bylaws.

- **Secretary:** The Secretary will
 - a) be a voting member of the Board,
 - b) record the minutes of the annual general membership meeting, all Board and Executive Committee meetings,
 - c) certify the accuracy of such minutes,
 - d) cause notice of all general membership and Board meetings to be given,
 - e) coordinate all correspondence and donor thank you notes on behalf of the Board,
 - f) record and deposit all monetary donations into the Organization’s bank account,
 - g) prepare the ballot for election of Board Members at the annual general meeting,
 - h) hold a key to the Organization’s safety deposit box and mailbox,
 - i) maintain a current itemized list of all items within the Organization’s safety deposit box,
 - j) act as a registered agent and signatory of the Organization, and
 - k) have other powers or duties as may be assigned by the Chair, the Board, or the Bylaws.

- **Members-at-Large:** Up to seven people will be elected as Members-at-Large, with at least two Members-at-Large elected each year, each holding the position for a three year term. Each Member-at-Large will:
 - a) be a voting member of the Board,
 - b) represent and be the voice of the volunteer base on the Board, and
 - c) have other powers or duties as may be assigned by the Chair, the Board, or the Bylaws.

- **Food Bank Director:** The Director will
 - be appointed or hired by the Board as a non-voting Board Member,
 - develop, document and implement guidelines for client eligibility in accordance with Federal, State, and local regulations (as provided by affiliated non-profit organizations, ex. Emergency Food Network),
 - oversee the appointment of Volunteer Coordinator(s), with prior approval by the Chair or Board, who will manage these responsibilities:
 - be responsible for recruitment, orientation, training and scheduling of:
 - i. daily food stockers to manage and track all food deliveries/inventory, stocking of serving shelves and food to be dispensed,
 - ii. drivers to ensure coverage for pick-up and delivery of food donations,
 - iii. daily telephone monitors who schedule feeding appointments, and servers/feeders to assist clients with food distribution,
 - develop a system for substitutes to be contacted as needed,
 - ensure volunteers serve clients and donors with dignity and respect,
 - keep Organization's Director, and Assistant Director, if any, informed of volunteer schedules and issues.
 - Supervise and work closely with Assistant Director, if one exists, in managing the following responsibilities. If no Assistant Director exists, then Director will personally manage the following responsibilities.
 - effectively manage the operational aspects of the Organization by working closely with volunteer leads, based on clear and open on-going communications and two-way discussions to involve the volunteer leads in the decision making process,
 - maintain a positive, welcoming, and appreciative attitude and outreach to all volunteers to ensure they feel valued,
 - plan, organize and monitor food acquisition (both through donations and purchase), storage, and distribution from the Organization's site to eligible people in the coverage area, and where there is a surplus, to other non-profit and community organizations,
 - manage and ensure highest level of cost effective and high-nutritional food purchases through completion of cost comparisons and assessment of bulk purchases,
 - coordinate with Volunteer Coordinator(s) to ensure adequate volunteer shift coverage each day and fill in as substitute volunteer lead when needed,
 - ensure procedures and policies are documented for all volunteer duties, and properly communicated to Organization volunteers through the volunteer leads,
 - encourage a team atmosphere and coordinate with volunteer leads who manage the day-to-day Organizational operations that includes:
 - monitoring phones and setting client appointments,
 - assisting our clients when they come to pick up food,
 - ensuring the Organization maintains a high level of cleanliness,
 - processing, recording and stocking of all food deliveries, donations and purchases,
 - stocking shelves and fresh produce,
 - coordinating pick-up of bulk donations from local businesses,
 - coordinating food deliveries with affiliated food banks and non-profit organizations,
 - proper training of volunteers in the Organization's policies and procedures,
 - record-keeping and inventory tracking,

- ensure effective management of the school Backpack Program throughout the school year,
- regularly assess procedures and physical floor plan for maximum efficiency and present change proposals to the Board for approval prior to implementation,
- investigate, facilitate and ensure the Organization’s application for appropriate financial grants and inform Board of proposals and their status. Responsible for maintaining programmatic and fiscal compliance with grant contracts.
- assist the Director in representing the Organization in a positive manner within the community and community-facing projects and events, including assisting with planning and implementation of fund raising activities such as food drives and annual events.
- manage writing and submitting articles, when needed, to local newspapers.
- Assistant Director may have additional powers or duties assigned by the Director, upon prior approval by the Chair or the Board.
- manage disputes or complaints from clients or volunteers in a respectful manner according to established guidelines,
- provide an update and report on all important operational developments, issues, concerns and suggested improvements for the Organization at the monthly Board meeting,
- by October each year, assess needs and provide input to the Treasurer in the development of the proposed operating and expense budget for the coming year,
- work with other social service agencies regarding appropriate referrals,
- maintain and enhance public relations through positive communications with the general public and other civic organizations for increased awareness of hunger and how the Organization is working to address hunger in the community,
- work with Treasurer to ensure timely preparation and submission of required reports for affiliated non-profits, namely Northwest Harvest, Emergency Food Network, Food Lifeline and others, as necessary,
- ensure client documentation is consistently maintained and kept secure and confidential,
- act as a registered agent and signatory of the Organization,
- complete performance self-assessment in preparation for performance review, to be completed at least annually by the Board Executive Committee, prior to the start of each calendar year, and
- have powers or duties as may be assigned by the Chair, the Board, or the Bylaws.
- **Past Chairperson (“Past Chair”):** The Past Chair, if any, will
 - a) be a non-voting member of the Board for one year after vacating the position of Chair,
 - b) assist in advancing the goals and objectives of the Organization through the application of knowledge gained through past Board experiences, and
 - c) have powers or duties as may be assigned by the Chair, the Board, or the Bylaws.

Election and Term of Office

Board Members with voting positions

Elections of the Board Members who hold voting positions will be held at the Organization’s annual meeting each October. A Board Member will be elected by the majority of votes cast by Members attending the annual meeting in person. Votes are kept strictly confidential and ballots will not include voter name.

All Board Members with voting positions will hold a one-year term, with the exception of the Members-at-Large

positions that are elected to three-year terms. Two of the seven Members-at-Large positions will be elected each year.

All terms of Board Members (with voting positions) will begin in January of the calendar year following the general election. New Board Members are encouraged to attend Board meetings in November and December (prior to the start of their term) as non-voting members to familiarize themselves with the issues at hand.

Term Limits

Chairperson and Vice Chairperson shall serve a term of one (1) year from the date of election. A full one-year term shall be considered to have been served upon the passage of one (1) annual meeting. Chairperson and Vice Chairperson shall take office at the beginning of the calendar year following the close of the annual meeting at which they were elected. Chairperson or Vice Chairperson shall serve no more than three (3) consecutive one-year terms.

Treasurer and Secretary shall serve a term of one (1) year from the date of election. A full one-year term shall be considered to have been served upon the passage of one (1) annual meeting. Treasurer and Secretary shall take office at the beginning of the calendar year following the close of the annual meeting at which they were elected. Treasurer and Secretary shall serve no more than three (3) consecutive one-year terms.

Members-at-Large shall serve a term of three (3) years from the date of their election. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. Members-at-Large shall take office at the beginning of the calendar year following the close of the annual meeting at which they are elected. Member-at-Large shall serve no more than two (2) consecutive three-year terms.

Fulfilling an incomplete term is not considered part of the term limit.

Appointed Board Members

The Board, acting in the Organization's best interest, has authority to appoint or hire the Food Bank Director for a term of up to one year. Subsequent appointment(s), of up to one year, can be offered at the discretion of the Board. This position is responsible to the Board and is to attend and provide a report at the Board meetings

Removal of Board Members

Any elected or appointed Board Member or agent appointed by the Board may be removed at any time with documented good cause by affirmative vote of a majority of the Board.

A Board Member may be subject to dismissal after physically missing three consecutive monthly Board meetings unless participating by remote communications (e.g. phone or video conferencing), and upon affirmative vote of the majority of the Board.

Board Committees

The Board maintains the right to create standing or special committees, as needed. All committees are responsible to work in the best interest of the Organization and present any proposals to the Board for approval prior to implementation.

The Board shall define the duties of all standing and/or special committees. Each Board committee will be chaired by a Board Member, appointed by the Chair or, at the Chair's discretion, selected by the committee's members, subject to the approval of the Board.

- Standing committees will serve the term designated by the Board. Standing committees may be restructured at any time by the Board.
- Special committees will serve until the completion of their specific task. Special committees may be made up of Board Members and non-Board members as deemed appropriate by the Board.

The Board will establish and maintain the following standing committees:

- **Executive Committee:**

The Executive Committee will be comprised of the Organization's Board Officers. The Executive Committee will:

- meet at the discretion of the Chair or at the request of any two Executive Committee members,
- deal with matters of urgency that may arise between Board meetings, acting in accordance with the guidelines provided in these Bylaws,
- report any developments to the Board for approval prior to action,
- provide oversight and arbitration, where needed, amongst Organization personnel, and
- coordinate and manage the performance reviews of the Food Bank Director and Assistant Director, if any, at least annually, or upon Executive Committee request more frequently, and report results and recommendations to the Board.

- **Finance Committee:**

The Finance Committee will consist of no less than three Board members, one of whom must be the Board Treasurer. All recommendations by the Finance Committee must be reviewed and approved by the Board in order to be implemented. The Finance Committee will:

- oversee all financial operations of the Organization,
- oversee long-range fiscal and investment plans according to the responsibilities outlined in the Board-approved *Investment Standard Operating Procedures* document, and
- prepare the annual operating and expense budget for the coming year and present to the Board for review and approval no later than December each year.

- **Governance Committee:**

The Board will appoint a governance committee no later than the August Board Meeting consisting of no less than three individuals. The Governance Committee will:

- identify and recommend appropriate candidates for the Board of Directors, or to fill Board Member vacancies, as needed. All candidates should hold the characteristics of independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board.
- present a slate of candidates at the Board meeting prior to the annual meeting where the election will be held, and
- oversee Board governance including orientation of new Board Members, and using best efforts to review and update these Bylaws every two years, as needed.

The following guidelines apply to all Board committees:

- A quorum (greater than 50% of members) of the committee must be present at a meeting in order for the committee to take action.
- Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments.

Meetings

Board Meetings

- A monthly Board of Directors meeting will be held, as long as a quorum (greater than 50% of the voting Board members) is physically present or participating by remote communications (e.g. phone or video conferencing). Meeting participation by remote communications is not preferable and only to be used if absolutely necessary (for example, in the case of travel). However remote attendance will be considered the same as being present in person and hold all voting privileges.

- Parliamentary procedures at Board meetings will be run in accordance with Roberts Rules of Order, current edition. Voting is by majority vote.
- The Secretary will record minutes at each Board meeting and distribute these minutes to the Board and post on the Organization's premises in advance of the following month's meeting.

Annual Meeting of Members

- There will be an annual meeting of the Members in October, with a minimum of three weeks advance notice provided to Members.
- The Secretary will record minutes at each annual meeting and present at the annual meeting the minutes from the previous annual meeting.
- This meeting will provide an overview of the Organization's finances, operations, community impact, highlights from the past year, and Board elections.

Special Meetings

- Special meetings of the Organization's Members, Board, or Executive Committee, if any, for purposes of immediate concern may be called by the Board Chair or a consensus of any two (2) Board Members, as needed. The Secretary will record minutes at each special meeting.
- Special closed meetings of Board Members with voting privileges may be called by the Board Chair or a consensus of any two (2) voting Board Members, as needed, to be held in executive session.

Finances

The Organization's funds will be kept in a federally insured bank or other financial institution selected by the Board and managed according to the Board-approved *Investment Standard Operating Procedures* document approved by the Board on June 26, 2014.

An annual audit of the organization's books and records will be conducted by an outside expert, approved by the Board, following the end of each fiscal year, with audit findings reported to the Board within six months after the end of the fiscal year.

An annual proposed operating and expense budget will be prepared by the Treasurer and Finance Committee to be presented to the Board for approval no later than the December Board meeting each year.

The Organization's fiscal year coincides with the calendar year, beginning on January 1st and ending on December 31st each year.

Compensation and Purchasing Guidelines

No person or group may use our facility or name in "for profit" activities or personal gain.

No Member, Board Member, or any private individual will benefit or receive funds from the Organization's finances, with the following exceptions:

- appropriate reimbursement of expenses incurred for the Organization following submission of a completed volunteer expense form ("Expense Form") and supporting receipt(s), or
- discretionary hiring of a Food Bank Director or other staff with reasonable compensation by the Board for services rendered for the Organization.

No Board Member while in office, except the Food Bank Director, may receive compensation for services rendered, or direct commissions of any kind from the Organization. Any paid staff will not be a voting Board Member.

The following purchasing and expense reimbursement policy will be followed:

- 1) All purchases/expenses in excess of \$1500 require advance Board review and approval.
- 2) All purchases/expenses less than \$1500 but over \$500 require approval by both the Board Chair and Food Bank Director, with the following exceptions:
 - a. The Board appointed Facilities Manager has signatory authorization up to \$1000 for purchase of items needed for maintenance on the building, vehicles, or building grounds.
 - b. Ordinary operating expenses over \$500, as approved within the annual operating budget (i.e. utilities, insurance, food purchases, etc.) , may be paid by check or auto withdrawal from the Organization's bank account.
- 3) Purchases/expenses under \$500 which are ordinary operating expenses can be approved by the Treasurer.
- 4) All checks over \$500 and Expense Forms (if needed) require two of the following signatures: Treasurer, Secretary, or Food Bank Director.

Bylaw Amendments

The Organization Bylaws may be amended at a general membership meeting approved by the majority vote of Members present.

Political/Religious Policy

No materials of a political or religious nature will be posted in or distributed by the Organization. The Organization will not attempt to influence legislation or the outcome of any political campaign. Services are given without charge, obligation or lecture regardless of religious or political beliefs.

Dissolution

The period of duration for the Organization is perpetual. However, should the Organization dissolve, then the following direction will be undertaken:

Upon the dissolution of the Organization, the Board will, after paying or making provisions for the payment of all Organization liabilities, dispose of all assets of the Organization exclusively for the purpose of the Organization in such manner as the Board will determine, including to qualified exempt organization(s) organized and operated exclusively for charitable purposes under section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Severability of Clauses

If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision will be severed and will be inoperative, and the remainder of the Bylaws will remain operative and binding.

Bylaws revision approved by Sumner Community Food Bank Board on January 29, 2015.

Bylaws revision approved by unanimous vote at general member meeting, effective February 24, 2015.

Bylaws revision approved by unanimous vote at general member meeting, effective October 27, 2015.

Bylaws revision approved by unanimous vote at general member meeting, October 6, 2016.

Bylaws revision approved by unanimous vote at general member meeting, November 8, 2019