

**SHARED HARVEST FOODBANK, INC.
BYLAWS**

ARTICLE I
OFFICES

Section 1. Principal Offices: The principal office of Shared Harvest Foodbank (SHF) is located in Butler County, Ohio. SHF may establish and maintain offices at any other place within or without Ohio, as the Trustees may approve.

Section 2. Books: Correct and accurate books of account of the activities and transactions of SHF, including a record of minutes containing the articles of incorporation, a copy of these bylaws and all amendments thereto, will be kept in the principal office.

ARTICLE II
CORPORATE SEAL AND TRADEMARKS

The seal and trademarks of SHF will be of such design and type as approved by the Trustees. The design of the seal selected will be recorded in the minutes of SHF and all trademarks/logos shall have a service mark registration.

ARTICLE III
PURPOSE

The primary purpose of SHF is to alleviate poverty and hunger by soliciting and judiciously distributing surplus marketable and wholesome grocery products to a network of charitable food pantries, soup kitchens, shelters and similar nonprofit organizations, which in turn distribute these products to needy and hungry people.

SHF will develop, monitor, strengthen and otherwise support this network of charities by fostering communication, setting standards for storage and distribution, and disseminating educational materials appropriate to our collective mission of helping people in poverty. In addition, SHF may initiate and maintain programs that provide food and services directly to individuals in need.

SHF will educate the public and private sector, and the community in general, about the nature of and solutions to the problems of hunger and poverty.

ARTICLE IV
TRUSTEES

Section 1. Number of Trustees: At all times the number of trustees of SHF will not be less than seven and not more than thirteen.

Section 2. Term of Office and Compensation: A single term of office will be three years, though the number of terms an active Trustee may serve shall be without arbitrary limit. All Trustees will serve without compensation.

Section 3. Vacancies: In the case of a vacancy on the Board of Trustees through death, resignation, incapacity to serve, or other cause, the remaining Trustees, at the next regular meeting, may elect a successor to hold office for the unexpired term.

Section 4. Powers and Duties: All corporate powers will be vested in and exercised by the Board of Trustees except as otherwise expressly provided by law, the articles of incorporation, or these bylaws. Those powers include program and policy development, financial management and monitoring, and employment and annual evaluations of the Executive Director.

In accordance with her/his contract and/or the personnel policies, the Trustees may remove the Executive Director from office by a two-thirds majority vote of all Trustees.

Section 5. Alternates: Each trustee will nominate an alternate to serve in his or her stead when unable to attend meetings of the full board or committees. Alternates must be approved by the Executive Director and a majority vote of the Board of Trustees. Alternates will have voting privileges when attending meetings in place of a trustee. Alternates are welcome to attend other meetings, but will have no voting privileges.

ARTICLE V OFFICERS

Section 1. Officers, Election, Qualification and Term of Office: The Officers of SHF will be the Chair, Vice Chair and Treasurer. At any time, the Trustees may provide for such other Officers as are determined to be necessary. The Officers of SHF will be elected by a simple majority vote of the Trustees at the first regular meeting of the Board in a calendar year. The Trustees, at any meeting, will fill any vacancy in any office caused by any reason whatsoever, including the creation of a new office, by similar vote. Officers shall hold office for three years and may hold office for no more than two consecutive terms or until the election and qualification of their respective successors. At any time, with or without cause, the Trustees may remove any Officer of SHF by a majority vote. Officers must be Trustees of the SHF.

Section 2. Chair: The Chair will be the legal head of SHF, sign contracts on behalf of the Trustees, represent the Trustees where appropriate, convene and chair meetings, and will have a regular vote on official business.

Section 3. Vice Chair: The Vice Chair will have all the power of the Chair in the Chair's absence.

Section 4. Treasurer: The Treasurer will be charged with fiduciary responsibility of SHF and will chair the Finance Committee.

ARTICLE VI BOARD MEETINGS

Section 1. Place of Meeting: The Trustees may hold their meetings at any place within or without Ohio as the Trustees may determine.

Section 2. Regular Meetings: The Trustees shall conduct three regular meetings per year. If the term of any officer is expiring, election of new officer/officers will be conducted at the first meeting of the fiscal year. Any other necessary business will be transacted at each meeting.

Section 3. Additional Meetings: Additional meetings for the transaction of special or time-sensitive business may be scheduled by the Executive Director, or may be requested in writing by any three Trustees, addressed to the Chair.

Section 4. Notice of Meetings: Notice of the day, time and location of any regular meeting of the Trustees shall be given to each Trustee either in person, by mail, or by electronic mail, no less than seven days in advance of the meeting. A minimum of seventy-two hours notice will be given to all trustees for any additional meetings.

Section 5. Quorum: A simple majority of the Trustees appointed constitutes a quorum, which is necessary for the transaction of any business that requires approval of the Trustees.

Section 6. Voting: When a quorum is present, pending business requiring approval of the Trustees will be voted upon as motions are put forth. Approval of any motion requires a simple majority of those Trustees present at that meeting. Ties will be broken by the Chair. With approval of an officer of the Corporation and the Executive Director, voting on a specific order of business may be conducted electronically. All such actions will be certified by the Trustees at the next in-person meeting.

ARTICLE VII EXECUTIVE STAFF AND BOARD COMMITTEES

Section 1. Executive Staff: The executive team will consist of the Executive Director, the Business Director, the Operations Manager, and the Agency Relations Director.

The Executive Director will be charged with managing the daily operations of SHF, implementing program and policy decisions of the Board of Trustees, managing all financial and personnel matters pertaining to SHF, and maintaining activities consistent with the purpose of SHF. To this end, the Executive Director will have the power to appoint such subordinate staff members as may be needed to fill positions approved by the Trustees to carry out the work of SHF. With written permission of the Chair, the Executive Director will be authorized to sign contracts on behalf of the Trustees.

The Business Director, in consultation with the Operations Manager, the Agency Relations Director, and the Chair of the Board of Trustees as a team will have the power and authority of the Executive Director in her/his absence or disability.

Section 2. Committees and Their Functions: The Chair of the Board, with approval, shall appoint three standing committees. The Chair may also appoint ad hoc committees as may be needed to effectively accomplish the purposes of the Corporation. Standing committees will be:

- A. Executive Committee: The Executive Committee will consist of the Officers of the Corporation, the past Chair and the Chairs of the Standing Committees. The Board of

Trustees may establish or modify operating policies for the Executive Committee as necessary. The Executive Committee will take only such actions between Board meetings as are in accordance with the policies previously established by the Board. All action taken by the Executive Committee will be reported and put forth for approval at the next regular meeting of the Trustees. The Chair of the Board of Trustees will chair the Executive Committee.

- B. Finance Committee: The Finance Committee will consist of three to five Trustees and may include one non-Trustee. The Finance Committee will be chaired by the Treasurer of the Corporation. The Finance Committee will be responsible for reviewing all financial information, including budgets, income and expense statements, bank statement reconciliations, balance sheets and audit statements, and is authorized to request whatever documents and details of the budget that they deem appropriate or necessary. The Finance Committee will also make recommendations to the Board regarding fiscal policies and procedures.
- C. Human Resources Committee: The Human Resources Committee will consist of three to five Trustees and may include one non-trustee. The Human Resources Committee will be responsible for reviewing and recommending to the Board of Trustees all personnel policies. The Human Resources Committee will also conduct an annual performance evaluation of the Executive Director and provide such to the Board of Trustees with recommendations for salary adjustments.

Section 3. Notice of Committee Meetings: Notice of the day, time and location of any meeting of a board committee shall be given to each Trustee either in person, by mail, or by electronic mail, no less than seventy-two hours in advance of the meeting.

ARTICLE VIII CHECKS, NOTES, BANK ACCOUNTS, ETC.

Section 1. Checks, Notes: All checks and drafts of SHF and other orders for the payment of money out of the funds of SHF will require two signatures. Checks issued in the normal course of business within approved budget parameters may be signed by the Executive Director and the Business Director. Any checks issued that are outside of the approved budget will require the signature of at least one Trustee. Any non-payroll expense item of \$20,000 or greater, or any capital expenditure of \$5,000 or greater will require the signature of at least one Trustee even if these expenses fall within the approved budget.

Section 2. Bank Accounts: All funds of SHF will be deposited in the name of SHF in general or special investment accounts in a bank or banks as approved by the Trustees.

Section 3. Securities and Valuable Papers: All securities, valuable papers and documents of SHF will be secured within the corporate offices, or in the custody of such depositories as may be approved by the Trustees, in compliance with current regulations and standards.

Section 4. Capital Purchases or Improvements: Any capital purchase or improvement, or any extraordinary expenses over and above budgetary limits, will come before the Trustees for

approval, either item by item in a competitive bidding process or by an increase in budgetary line items as recommended by the Finance Committee.

ARTICLE IX
FISCAL YEAR

The Fiscal Year of SHF will commence on the first day of January of each year.

ARTICLE X
AMENDMENTS

These bylaws or any article thereof may be altered, amended or repealed by a two-thirds majority vote of the entire board. All proposed alterations, amendments or other changes to the bylaws will be drafted and circulated to the Trustees in a timely fashion prior to the meeting at which those changes will appear on the agenda. No change to the bylaws will be made which would jeopardize the tax exempt status of SHF as an organization described in section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No amendment will be made which contradicts or derogates the articles of incorporation of SHF.

ARTICLE XI
INDEMNIFICATION OF TRUSTEES, OFFICERS, ETC.

SHF will indemnify each Trustee and Officer, and each person employed by SHF who serves at the request of the Chair of SHF as a Trustee, Officer, Employee or Agent of the Corporation, to the full extent permitted by Ohio law. In addition, SHF may indemnify Assistant Officers, Employees and others by action of the Trustees to the full extent permitted by Ohio law.

ARTICLE XII
DISSOLUTION

Upon dissolution of SHF, after paying or making provision for the payment of all liabilities of SHF, the Trustees will dispose of all of the assets of SHF by distributing such to other organizations operated exclusively for charitable purposes as qualified under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and having a similar mission and purpose as SHF.