

BYLAWS
OF
MANNA SOUP KITCHEN

Amended and approved by the Board October 23, 2012
Amended December 18, 2014

ARTICLE I
NAME

The name of the organization shall be Manna Soup Kitchen.

ARTICLE II
MISSION STATEMENT

The Mission of Manna Soup Kitchen is to provide, in spirit of faith and love, nourishing meals and supportive services in an atmosphere of acceptance and caring for those in need.

ARTICLE III
BOARD OF DIRECTORS

1. Number: There shall be a Board of Directors ("the Board") consisting of no more than thirteen directors and no less than nine governing this organization. The Board shall be empowered to set policy, elect officers and hire and oversee the Executive Director.
2. Election: Each Director shall be elected for a three year term at the December meeting and will begin their term at the January meeting.
3. Terms: The new Directors shall be elected by the existing board for a three year term and shall serve solely on a volunteer basis. Each Director may be elected for two consecutive three year terms. Commencement of terms shall be staggered to assure continuity. Any Director having served six consecutive years shall be ineligible to be a Director for at least one year. Each term will be from January 1 to December 31.
4. Resignation: A Director may resign at any time by giving written notice to the Chairperson and the Secretary.
5. Removal: When a Director is absent for three consecutive regular Board meetings without cause or prior notice to the Chairperson or Secretary,

the Secretary shall advise the Board, and the Board shall vote to retain or remove this Director. Any Director may be removed before term expiration when the Board determines the best interest of the organization will be served.

6. Vacancies: Vacancies occurring as a result of a Director's resignation, removal or death shall be filled by the affirmative vote of a majority of the remaining Board from a slate of candidates presented by the Nominating Committee. Directors elected to fill an unexpired term shall serve until the end of the unexpired term.

7. Responsibilities: The Board shall be responsible to approve an annual operating budget, set policy, make future plans and hire and oversee an Executive Director.

8. Board Compensation: There shall be no compensation for service as a director.

9. Conflict of Interest: No loans shall be made by Manna Soup Kitchen to any director. If a director or a party related to a director may benefit financially from a transaction with Manna Soup Kitchen, to avoid a conflict of interest, the director must make a full disclosure of the financial interest to the Board before it is approved. The transaction must be in the best interest of Manna Soup Kitchen as determined by the Board, and the director must abstain from voting on the issue. The Board may also ask the interested director to be absent from any discussion about the transaction. Any transaction not disclosed may be voided by the Board.

ARTICLE IV **MEETINGS OF THE BOARD**

1. Regular Meetings: The Board shall meet at least one time per month at a regular day and time as directed by the Chairperson.

2. Special Meetings: Any Director may call for a special meeting. Each Director shall be notified of the date, time and place of each special meeting at least forty-eight hours in advance.

3. Annual Fiscal Meeting: At the November meeting the Board shall review and discuss the next year's budget for approval at the December meeting.

4. Officer Meeting: Any Board officer may call an officer meeting without notice to the remainder of the Board.

5. Board Executive Session Meeting: Executive session may be called by any Director to discuss personnel or legal issues. Only Directors and any essential others will attend.
6. Public Participation. All Board meetings, except Officer and Executive Session meetings, shall be open to the public. Members of the public may voice opinions as allowed by the Chairperson (such as limiting time or asking the person to leave if disruptive), but they may not vote.
7. Quorum: A simple majority of Directors shall constitute a quorum at any properly called meeting.
8. Parliamentary Procedure: The latest edition of "Robert's Rules of Order" shall be the Board's parliamentary authority for meeting conduct.
9. Attendance: Directors may attend any meeting by any means where all directors can hear each other.
10. E-Mail Vote. Urgent action required between regularly scheduled Board meetings may be taken by e-mail if notice is given to all directors stating: (1) the action to be taken, (2) the time and date by which each director must respond, and (3) that failure to respond by the stated time will be deemed an abstention. If any director demands, prior to the stated deadline, that the action be taken at a meeting, a meeting must be held. A director may revoke his or her vote before the stated deadline. Any action taken by e-mail vote shall be recorded in the Board minutes.

ARTICLE V **OFFICERS AND BOARD MEMBERS**

1. Officers: The Board officers of Manna will consist of Chairperson, Vice-Chairperson, Secretary and Treasurer or as the Board may deem necessary.
2. Election and Terms of Office: The officers shall be elected by the Board at the December meeting. Officers shall be elected for a one-year term and may be re-elected. New offices may be created and filled at any Board meeting.
3. Performance: All officers are expected to perform their duties as described in the job descriptions for each office (see Article V 6-9).

4. Removal: Any officer elected by the Board may be removed before term expiration by the Board whenever, in its judgment, the best interest of the organization will be served.
5. Vacancies: Officer vacancies shall be filled by vote of the Board at the next regular board meeting or at a called special meeting. Officers elected to fill an unexpired term shall serve until the expiration of said term.
6. Chairperson:
 - Chairs Board meetings
 - Prepares and plans meeting agenda
 - Serves as an ex-officio member of all committees
 - Conducts the evaluation of the Executive Director.
7. Vice-Chairperson:
 - Understands the Board Chairperson's responsibilities and performs these duties in the Chairperson's absence
 - Serves as Chairperson of the Personnel/By-law Committee.
8. Secretary:
 - Records, distributes and maintains minutes of Board meetings
 - Records special and executive session meeting minutes
 - Keeps an archive of Manna documents
 - Sends a formal note to prospective Directors inviting them to join the board
 - Assumes responsibilities of the Chairperson in the absence of the Board Chairperson and Vice Chairperson
 - Acts as parliamentarian.
9. Treasurer:
 - Presents a financial report at each Board meeting
 - Serves as chairperson of the Finance Committee
 - Presents a yearly budget to the Board in November
 - Annually reviews financial documents.

ARTICLE VI **COMMITTEES**

1. Standing Committees: There shall be four standing committees: Finance, Personnel/Bylaws, Strategic Planning and Nominating. Each standing committee shall consist of a chairperson, and at least two additional

members who are all appointed by the Nominating Committee. Committee members shall be appointed by the February regular meeting.

2. Duties of Standing Committees: Standing committees are expected to perform their duties as follows:

Finance: Treasurer serves as Chairperson

- Prepare an annual budget
- Review financial documents
- Advise the Board on financial matters
- Review of Fiscal Policy.

Personnel/By-laws: Vice Chairperson serves as Chairperson

- Assist the Executive director with human resource activities as needed
- Maintain and update job descriptions of the staff and Board
- Participate in performance review of the Executive director along with the Chairman of the Board
- Review Personnel Handbook and Bylaws annually.

Strategic Planning:

- Develop and evaluate strategic vision
- Maintain a five-year plan.

Nominating:

- Present a slate of officers at the December meeting
- Recommend candidates for Director at the December meeting or when a vacancy occurs during the year
- Conduct an orientation for all new Directors.

3. Ad Hoc: Ad hoc committees shall be created for a single purpose as deemed necessary by the Board. Each ad hoc committee shall consist of at least three members.

4. Vacancies: Except as otherwise provided in these By-laws or by Board resolution, a vacancy may be filled by appointment made in the same manner as the original appointment. Refer to Article III, paragraph 6.

5. Committee Quorum: A simple majority shall constitute a quorum.

ARTICLE VII
INDEMNIFICATION

1. Expenses and Liabilities: Manna Soup Kitchen may indemnify any present or former director, officer, or employee, including reasonable attorneys' fees, to the extent provided by law. Directors shall be exempt from personal liability for obligations of the organization.
2. Insurance: Manna Soup Kitchen shall maintain a Policy of Directors and Officers Liability insurance in the minimum amount of one million (\$1,000,000) dollars.
3. Insurance: The organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the organization.

ARTICLE VIII
BOOKS AND RECORDS

1. Minutes and Records: Manna Soup Kitchen shall maintain correct and complete books and records including names and addresses of Directors entitled to vote.
2. Financial Records: The financial records of Manna Soup Kitchen shall be internally reviewed or externally reviewed or audited at the close of each fiscal year with a report being made to the Board at the conclusion of said review or audit.

ARTICLE IX
FISCAL YEAR

The fiscal year of the organization shall run for a twelve month period, beginning January 1 and ending December 31.

ARTICLE X
GENERAL PROVISIONS

1. Loans: No loans shall be entered into on behalf of the organization and no evidence of indebtedness shall be issued in the name of Manna Soup Kitchen unless authorized by a Board resolution.
2. Income: No part of the net income of Manna Soup Kitchen is to inure to the benefit of any of its Directors, Executive Director, staff member or any other private individual other than ordinary staff compensation.

ARTICLE XI
AMENDMENTS TO BYLAWS

These bylaws may be amended. Notice of such amendment must be presented to the Board at a regular meeting and then voted on at the next regular meeting. A simple majority vote is required for amendment except a change in the number of directors must be approved by two-thirds of the Directors then holding office.

ARTICLE XII
DISSOLUTION

Upon the dissolution of Manna Soup Kitchen, the Board shall, after paying or making provision for payment of all of the liabilities of the organization, dispose of all assets of the corporation to another Section 501 c (3) organization.

As adopted this 23rd day of October 2012

s/Tom Everette

Chairperson, Manna Board of Directors

As adopted this 18th day of December 2014

s/Lou Kiene

Chairman, Manna Board of Directors

As adopted this 14th day of July

s/Ron Hoenninger

Vice Chair, Manna Board Directors