



BYLAWS

Amended 01.31.20

ARTICLE I

NAME, PURPOSE AND OPERATION

Section 1: Name

The name of the Corporation is D300 Food Pantry.

Section 2: Purpose

The purpose of the Corporation is charitable. Specifically, the Corporation shall operate a food pantry for students and families in Illinois Consolidated Unit School District 300.

Section 3: Operation as a Tax Exempt Organization; Exempt Activities

- (a) The Corporation will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the Code”).
- (b) The Corporation will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.
- (c) Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the Corporation is permitted to take any action or carry on any activity by or on behalf of the Corporation, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.
- (d) No part of the net earnings of the Corporation may inure to the benefit of any director, officer, employee, or agent of the Corporation.
- (e) If the Corporation dissolves, the balance of the money and property received by the Corporation, after payment of all of the debts and obligations of the Corporation, must be used, distributed, or transferred exclusively to an organization or organizations with a similar purpose to that for which the Corporation is organized. The Board of the Directors will choose the specific organization or organizations to whom such a distribution will be made. No director, officer, employee, or agent of the Corporation, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Corporation.

ARTICLE II

MEMBERS

The Corporation will have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Corporation will be managed by or under the direction of its Board of Directors.

Section 2: Number; Election; Term; Qualifications

- (a) **Number:** The number of Directors of the Corporation will be up to fifteen (15) with a minimum of nine (9).
- (b) **Election:** As necessary based on current membership and terms, Directors will be elected at the Annual Meeting.
- (c) **Terms:** A maximum of 5 Directors, minimum of 3, will serve terms of four (4) years, starting with the date of the Annual Meeting at which they are elected, or until their death, resignation, or removal, if earlier OR starting with the Annual Meeting that is closest to their time of election.

Remaining Directors will serve terms of two (2) years, starting with the date of the Annual Meeting at which they are elected, or until their death, resignation, or removal, if earlier OR starting with the Annual Meeting that is closest to their time of election.

Directors can serve unlimited terms but must be re-elected per the guidelines above.

- (d) **Qualifications:** Directors need not be residents of the State of Illinois but must be at least twenty-one (21) years of age.

Directors must commit to attending a minimum of four (4) of the six (6) board meetings per year.

Directors must not have involvement in similar organizations which may cause a conflict of interest. Directors must not have any conflict of interest in relation to their participation as a Corporation board member. Anything that could be a possible conflict of interest must be discussed at a board meeting and successfully voted to be inconsequential and/or irrelevant. These qualifications are pursuant to and in addition to Article III, Section 14.

Section 3: Resignations

- (a) Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation.

- (b) **Effective Date:** A Director's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 4: Vacancies

- (a) Any vacancy occurring in the Board of Directors, or any directorship to be filled, may be filled by the Board of Directors at the Annual Meeting, any regular meeting, or at a special meeting of the Board of Directors called for that purpose, even if the number on the Board is less than a quorum.
- (b) **Term of Office:** Each Director elected to fill a vacancy will hold office for the remaining two (2) or four (4) year term based on the date of the Annual Meeting which is closest to the Director's election.

Section 5: Annual Meeting

The Annual Meeting of the Board of Directors will be held at the place and time determined by the Board President and then subsequently approved by the Board as a whole.

Section 6: Regular Meetings

The Board of Directors will hold regular meetings at the times and places designated by resolution of the Board of Directors.

Section 7: Special Meetings

Special meetings of the Board of Directors may be held at any time and place but only if they are properly noticed pursuant to Article III, Section 8 of these Bylaws. The meetings may be called by the President or by a written request from any two (2) Directors.

Section 8: Notice of Meetings

- (a) **Timing:** Notice of each meeting must be delivered by or at the direction of the President or Secretary to each Director at least five (5) days before the day on which the meeting is to be held.
- (b) **Delivery:** Notice may be given electronically via facsimile, e-mail, or other electronic delivery methods permitted by law.
- (c) **Waiver:** Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (d) **Description of Meeting in the Notice:** Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors shall be required in any notice or waiver of notice of such meeting, except as provided in Article III, Section 12(b) of these Bylaws.

Section 9: Quorum; Voting; Proxies

- (a) **Quorum:** A majority of Directors will constitute a quorum for the transaction of business at any meeting of the Board.
- (b) **Voting:** If a quorum is present, the act of the majority of the Directors present is equivalent to the act of the entire Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation, or these Bylaws.
- (c) **Proxies:** No Director may vote by proxy on any matter of the Corporation.
- (d) **Electronic:** In lieu of a Special Meeting, on rare occasion, the President or Secretary may call for an electronic vote (via e-mail) on Corporation matters that require a vote before the next scheduled meeting. In this case, records will be kept of the initiated vote as well as all responses and outcome. This is pursuant to and in addition to Article III, Section 11.

Section 10: Electronic Participation at Meetings

- (a) Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment, so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic director participation in a meeting will constitute attendance and presence at the meeting.

Section 11: Informal Action; Written Consent

- (a) **Informal Action:** Any action required to, or which may, be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to in writing by all of the Directors.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Corporation and filed in the corporate records. Any written approval may be delivered to the Secretary of the Corporation by email or fax transmission, and any signature of a Director in such approval shall constitute an original signature of such Director.
- (c) **Effective Date:** Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent, unless the consent specifies a different effective date.

Section 12: Removal

- (a) One or more of the Directors may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present.
- (b) If the vote for the removal of one or more directors is to take place at a special meeting called pursuant to Article III, Section 7 of these Bylaws, written notice of the proposed removal must be

prepared and delivered to all Directors pursuant to Article III, Section 8 of these Bylaws, no fewer than ten (10) days prior to the special meeting. Such notice must both include the purpose of the meeting and list the Director or Directors sought to be removed.

Section 13: Presumption of Assent

If a Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such dissent by registered or certified mail to the Secretary of the Corporation immediately after the meeting adjourned (however, this right to dissent to an action is not available to a Director who voted in favor of such action at the meeting).

Section 14: Director Conflict of Interest

- (a) If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that any Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction on the grounds that it is unfair to the Corporation due to a conflict of interest, the person asserting validity of the transaction has the burden of proving fairness unless the material facts of the transaction and that the Director's interest or relationship were disclosed or otherwise known to the Board of Directors, and the Board of Directors authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors.
- (c) **Quorum, Voting:** The presence of the Director who is directly or indirectly a party to the transaction described in part (b) of this Section, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may such Director's vote shall not be counted when the Board of Directors takes action on the transaction.
- (d) **Indirect Interest:** A Director is "indirectly" a party to a transaction if he or she either:
 - 1. Has a material financial interest in the entity that is a party to such transaction; or
 - 2. Is an officer or director of the entity that is a party to such transaction.
- (e) **Grant or Contribution Exception:** If a Director of the Corporation is also an officer or director of an entity providing a grant or contribution (in cash or in-kind) to the Corporation, without consideration, that Director shall not be considered to be directly or indirectly a party to the transaction.

ARTICLE IV

OFFICERS

Section 1: Designation; Election; Term; Multiple Offices

- (a) **Designation:** The Officers of the Corporation will include a President, Vice-President, Secretary, a Treasurer, and any other Officers authorized or appointed by the Board of Directors.
- (b) **Officer Qualifications:** The offices of President and Vice-President must be sitting Directors.

The offices of Treasurer and Secretary may or not be sitting Directors. This is pursuant to Article IV, Section 3
- (c) **Election/Appointment:** The Officers will be elected or appointed by the Board of Directors at its Annual Meeting.
- (d) **Term:** Each Officer will serve a two-year term in their role.
- (e) **Term Limits:** Officers may be elected/appointed by Board of Directors for unlimited terms.
- (f) **Multiple Offices:** The same person may hold any two (2) or more offices, except that the President and Secretary shall not be the same person.

Section 2: President

- (a) The President will be Chief Executive Officer of the Corporation and, subject to the direction and control of the Board of Directors, will have general and active management of the affairs of the Corporation.
- (b) The President will execute all bonds, mortgages and other contracts for the Corporation or may assign this task to the Executive Director (Article V, Section 1).
- (c) Subject to budgetary constraints approved by the Board of Directors, the President may appoint and employ any professional and support staff or agents necessary to serve the Corporation.
- (d) The President will from time to time report to the Board of Directors on all matters within his or her knowledge, which the interests of the Corporation may require to be brought to their notice.
- (e) The President will perform other such duties as may be assigned from time to time by the Board of Directors.
- (f) The President will be responsible for preparing the meeting agenda for board meetings as well as gathering relevant documents, updates, information from other Officers and Leadership. The President will work with the Secretary for dispersment of this information.
- (g) The President will facilitate the board meetings. In the absence or incapacitation of the President, the Vice-President shall resume this role.

- (h) If necessary or preferred, the President may also serve as Executive Director for the pantry. This is contingent upon the continued practice of no salary, stipend, or other form of compensation be paid by the Corporation for either of these roles.

Section 3: Vice-President

- (a) The Vice-President will have all the powers and perform all the duties of the President in the absence or incapacity of the President.

Section 4: Secretary

- (a) The Secretary will act as secretary of the Board of Directors but may or may not be a sitting Director.
- (b) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- (c) The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.
- (d) The Secretary will perform such other duties as may be assigned from time to time by the President, Executive Director or the Board of Directors.
- (e) The Secretary must be present, or a substitute identified to act as such, for every meeting.

Section 5: Treasurer

- (a) The Treasurer will have bank account access as well as check-signing authority as well as the Executive Director.
- (b) The Treasurer will keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and must deposit all moneys to the credit of the Corporation, in the bank or banks designated by the Board of Directors.
- (c) The Treasurer will dispose of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and must render to the President, Executive Director and the Board of Directors, whenever he, she or they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.
- (d) The Treasurer will perform other such duties as may be assigned from time to time by the President, Executive Director or the Board of Directors.

Section 6: Resignation

- (a) Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation.

- (b) An Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 7: Removal

- (a) Any Officer of the Corporation may be removed by the Board of Directors with or without cause. However, an Officer's removal will be without prejudice to his or her contract rights, if any.
- (b) Election of an Officer will not of itself create any contract rights in favor of such Officer.

Section 8: Vacancies

The Board of Directors will fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause at the Annual Meeting, a regular meeting of the Board of Directors, or at a special meeting called for the purpose of filling the vacancy.

ARTICLE V

PANTRY LEADERSHIP

Section 1: General

- (a) No compensation will be received by any person(s) filling Pantry Leadership roles.
- (b) Pantry Leadership roles may be filled by sitting board members and multiple roles may be filled by the same person.
- (c) Separate and more detailed "job descriptions" for each role will be maintained by the Board of Directors.
- (d) The Board of Directors reserves the right to adjust, edit, add, and eliminate Pantry Leadership roles as it deems necessary.

Section 2: Executive Director

- (a) The Executive Director is appointed, managed, and accountable to the Board of Directors.
- (b) In the absence of an Executive Director, the Board President assumes this role. (Article IV, Section 2h)
- (c) Along with the Treasurer, the Executive Director shall have bank account access as well as check-signing authority. However, receipts for any/all expenses and deposits must be submitted to the Treasurer and ultimately approved by the Board of Directors in the format of a monthly Financial Statement and Bill Pay List.

- (d) The Executive Director has the responsibility of managing the day-to-day affairs of the Corporation and administering the programs and policies of the Board of Directors.
- (e) The Executive Director will ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another Officer or Leadership role.
- (f) Subject to budgetary constraints approved by the Board of Directors, the Executive Director may appoint and employ any professional and support staff or agents necessary to serve the Corporation.
- (g) The Executive Director will regularly report to the Board of Directors on all matters within his or her knowledge, which the interests of the Corporation may require to be brought to their notice.
- (h) The Executive Director will perform other such duties as may be assigned from time to time by the Board of Directors.
- (i) The Executive Director receives no compensation and may or may not be a sitting board member.
- (j) Separate and detailed role description maintained by the Board of Directors.

Section 3: Pantry Manager

- (a) The Pantry Manager receives no compensation and may or may not be a sitting board member.
- (b) The Pantry Manager oversees the Team Leaders, Volunteer Coordinator, Registrar, and works closely to provide information to the Executive Director as well as the rest of the Leadership including the Board of Directors.
- (c) Separate and detailed role description maintained by the Board of Directors.

Section 4: Director of Development

- (d) The Director of Development receives no compensation and may or may not be a sitting board member.
- (e) The Director of Development oversees the Fundraising Committee Chairperson, Event Planner, and Marketing Specialist(s).
- (f) Separate and detailed role description maintained by the Board of Directors.

Section 5: Director of Community Outreach

- (a) The Director of Community Outreach receives no compensation and may or may not be a sitting board member.

- (b) The Director of Community Outreach oversees the D300 School Liaison (Administration), D300 School Liaison (Staff & Students), and the Community Faith Liaison
- (c) Separate and detailed role description maintained by the Board of Directors.

Section 6: Registrar

- (a) The Registrar receives no compensation and may or may not be a sitting board member.
- (b) The Registrar oversees the Registrar Specialist(s).
- (c) Separate and detailed role description maintained by the Board of Directors.

Section 7: Facilities Manager

- (a) The Facilities Manager receives no compensation and may or may not be a sitting board member.
- (b) Separate and detailed role description maintained by the Board of Directors.

Section 8: Inventory Manager

- (a) The Inventory Manager receives no compensation and may or may not be a sitting board member.
- (b) The Inventory Manager oversees the Inventory Specialist(s).
- (c) Separate and detailed role description maintained by the Board of Directors.

Section 9: Volunteer Coordinator

- (a) The Volunteer Coordinator receives no compensation and may or may not be a sitting board member.
- (b) The Volunteer Coordinator oversees the Shift (Team) Leaders and the Volunteer(s).
- (c) Separate and detailed role description maintained by the Board of Directors.

Section 10: Direct Connect Manager

- (a) The Direct Connect Manager receives no compensation and may or may not be a sitting board member.
- (b) The Direct Connect Manager oversees the Direct Connect Driver(s).
- (c) Separate and detailed role description maintained by the Board of Directors.

ARTICLE VI

INDEMNIFICATION

- (a) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer or employee of the Corporation against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in (or not opposed to) the best interests of the Corporation.
- (b) To the extent that a present or former director, officer or employee of the Corporation has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article V, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in (or not opposed to) the best interests of the Corporation.
- (c) Sections (a) and (b) of this Article V will not apply in any proceeding in which the director, officer or employee is liable for gross negligence or willful misconduct in the performance of his or her duties.
- (d) Such rights of indemnification will not be exclusive of any other rights to which such director, officer or employee may be entitled apart from this provision.
- (e) The Corporation shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.
- (f) The Corporation shall have the power to give other indemnification to any director, officer or employee to the extent permitted by law.

ARTICLE VII

BOOKS AND RECORDS

Section 1: Corporate Records

The Corporation shall maintain the following books and records at its registered office or principal place of business:

- (a) Accurate and complete books and records of account;
- (b) The original copy of its Bylaws, including all amendments thereto;
- (c) The minutes of the proceedings of the Board of Directors established by the Board of Directors;

- (d) All documents relating to the Corporation's 501(c)(3) tax status under the Code;
- (e) Recent annual reports;
- (f) Financial statements; and
- (g) All payroll and other personnel records relating to employment.

Section 2: Right of Inspection

- (a) **General Right of Inspection:** Any Director may examine and make copies of the books and records related to any of the proceedings of the Board of Directors provided that he or she has a proper purpose for doing so. This inspection must take place at a mutually agreed upon time.
- (b) **Inspection by Agents:** A Director's agent or attorney may be afforded the same right provided under Article VI, Section 2(a).

ARTICLE VIII

MISCELLANEOUS

Section 1: Principal Office

- (a) The principal office of the Corporation in the State of Illinois will be located in Carpentersville, Illinois.
- (b) The Corporation will continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office.

Section 2: Depositories

All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in any banks, trust companies, or other depositories designated by the Board of Directors.

Section 3: Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation must be signed by the President or any other individual who has been given signatory authority by the Board of Directors. (Article IV, Section 5a and Article V, Section 2c)

Section 4: Fiscal Year

The fiscal year of the Corporation will end on the last day of September of each year.

Section 5: Delivery of Notice

Any notices will considered to be "delivered" when any of the following occurs:

- (a) Notice is transferred or presented to the proper party;
- (b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of the Corporation, or any other contact information appearing on the records of the Corporation; or
- (c) Notice is transmitted by electronic means such as e-mail or facsimile, or by any other method that is authorized in the Corporation's Articles of Incorporation.

Section 7: Gifts

The President or Executive Director of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 8: Stock

The Corporation will not have or issue shares of stock.

Section 9: Compensation

- (a) The Board of Directors may fix the salaries or other compensation of agents and employees of the Corporation.
- (b) No Director, Officer, or Leadership of the Corporation will receive, directly or indirectly, any income, profit, or other pecuniary benefit from the Corporation, except reimbursement from the Corporation's funds for reasonable expenses incurred that, in the opinion of the Board of Directors, were properly incurred in performance of their duties on behalf of the Corporation, upon submission of proper documentation to the Board of Directors.

Section 10: Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

Section 11: Construction

If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- (a) The remainder of these Bylaws will be considered valid and operative; and
- (b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 12: Effective Date

These Bylaws will be effective upon acceptance by the Board of Directors.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended or repealed, and new bylaws may be made and adopted at any annual or regular meeting of the Board of Directors, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors present at such meeting, provided that a quorum exists.