

**BYLAWS
OF
THE FOOD BANK OF NORTHERN NEVADA**

ARTICLE I

NAME

The name of this corporation shall be The Food Bank of Northern Nevada, Inc. (referred to herein as the "Food Bank" or the "corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation shall be located at 550 Italy Dr., Sparks, Nevada 89437. The Board of Directors shall have full power and authority to change the principal office from one location to another. Any such change shall be noted on the current Bylaws and shall be included in the corporation's minutes. Any such change will not be considered an amendment to the Bylaws and may become an amendment with the next noticed amendment to the Bylaws.

ARTICLE III

PURPOSES

Section 1: Non Profit Status. The Corporation is a nonprofit corporation organized under Chapter 82 of the Nevada Revised Statutes. Unless otherwise provided in the Articles of Incorporation or in the Bylaws, the Corporation may exercise any power or authority conferred on nonprofit public benefit corporations by law.

Section 2: Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific, and literary objectives and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to promote such other charitable objectives and purposes as determined by the Board of Directors, in its discretion and as set forth in the Articles of Incorporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD. The management and administration of the affairs of the corporation shall be conducted by the Board of Directors consisting of not less than ten (10) members. To the extent practicable, one member of the Board should be a member of Washoe County School District leadership team. The normal term of office for each member shall be three (3) years however, the Governance/Board Development committee may recommend extending individual member term lengths as deemed necessary. A board member may serve to an additional three years after the expiration of their term. Any election, extension, or re-election of a board member shall be approved by formal vote of the board. Insofar as possible, the members of the Board of Directors shall be selected to represent a cross section of the community and a

Commented [NL1]: Not mandatory but to have a voice of major partner and resource in feeding children.

broad interest in the nutritional needs of the area served. Board members are expected to exercise an objective point of view, having in mind at all times the well-being and viewpoint of the total community, rather than the viewpoint of a single agency or service.

Section 2: VACANCIES. The Board of Directors shall fill any vacancy in its membership from nominations made by the Governance/Board Development Committee.

Section 3: DUTIES OF THE DIRECTORS. The Board of Directors shall be responsible for promulgating the policies and procedures of the corporation and its budget, supervising and directing the general administration of the corporation, employing a Chief Executive Officer, borrowing money, raising funds, approving extraordinary disbursements of funds, and assisting actively in special events.

Section 4: REMOVAL OF A MEMBER OF THE BOARD OF DIRECTORS. The Board of Directors may remove a member of the Board for neglect or misconduct of office and is empowered to replace such member if the charges of negligence or misconduct of office are sustained by a two-thirds (2/3) vote of the Board of Directors.

Section 5: REINSTATE A PRIOR BOARD MEMBER. The Board of Directors are empowered to allow a prior board member to be reinstated after a minimum of 12 months of being off of the board.

ARTICLE V

OFFICERS

Section 1: OFFICERS. The officers of the corporation shall be a chair, a vice chair, a secretary and a treasurer. As the Board may elect, the offices of secretary and treasurer may be considered a joint office held by one (1) individual. The officers shall be elected by the Board of Directors from their own number at the June meeting of the Board of Directors. To be eligible to serve as Chair, a member shall have served on the Board for two (2) years. The officers shall take office at the July meeting and serve for one (1) year or until successors have been elected. Vacancies occurring from time to time in offices shall be filled in the manner prescribed in this for regular appointments to such office.

Section 2: DUTIES OF THE CHAIR. The Chair shall call and preside at all meetings of the Board of Directors, appoint all standing and special committees with the right to vote, call special meetings when deemed necessary, and perform other duties as necessary or as the Board may order.

Section 3: DUTIES OF THE VICE CHAIR. In the absence of the Chair, the Vice Chair shall assume the duties of the Chair and other duties as directed by the Chair.

Section 4: DUTIES OF THE SECRETARY. The Secretary shall ensure that minutes are taken of all meetings of the Board of Directors, ensure that notice is given to all members of the Board of all regular and special meetings, and perform such other duties as the Board may order.

Section 5: DUTIES OF THE TREASURER. The Treasurer shall have ultimate charge of the funds of the corporation. At the corporation's expense the Treasurer shall, if required, give bond with approved surety for the faithful performance of his/her duties in such amount as shall be determined by the Board of Directors and shall see that bonds are provided for all members of the office staff if any such bond is required by the Board. At the close of the fiscal year, the Treasurer

Commented [NL2]: Demonstrated engagement and knowledge of organization.

shall see that the books are examined and audited by a certified public accountant approved by the Board of Directors, and shall report to the Board, and perform such other duties as the Board may order.

ARTICLE VI

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be the paid administrative head of staff for the corporation and shall be responsible for the day-to-day and routine operation of the corporation, subject to the authority, duties and responsibilities of the Board. They shall be employed by and report to the Board of Directors. The Chief Executive Officer shall oversee, hire, supervise, and terminate ~~agency staff employed by the~~ corporation staff. The Chief Executive Officer's work performance will be evaluated in writing and presented in person to the Chief Executive Officer by the Chair of the Board of Directors annually.

Commented [NL3]: Consistency with rest of bylaws wherein referred to as corporation and to reduce confusion with partner agencies.

ARTICLE VII

MEETINGS

Section 1: REGULAR MEETINGS. The Board of Directors shall meet at least six times per year. Board and Committee meetings may be conducted via teleconference as needed.

Section 2: SPECIAL MEETINGS. Special meetings of the Board of Directors may be called on written request of five (5) Board members or upon written request of all members of the Executive Committee of the Board.

Section 3: ABSENCE. Absence from three (3) consecutive regular Board meetings without sufficient reason shall be equivalent to resignation, and the vacancy shall be filled in the manner prescribed in Article IV. Reinstatement may be made at the discretion of the Board.

Section 4: NOTICE OF MEETINGS. Written notice of all meetings of the Board of Directors shall be given to each member of the Board not less than three (3) working days before the time named for such meetings.

Section 5: QUORUM. One-half (1/2) of the members of the Board of Directors or Board committees shall constitute a quorum.

Section 6: PROCEDURES. All meetings shall be conducted in accordance with Roberts Rules of Order, Revised.

Section 7: VOTING. Each member of Board is entitled to one vote. Members may not vote by proxy, but may vote by email/fax response when a special meeting cannot be called and time is of the essence.

ARTICLE VIII

COMMITTEES

Section 1: TYPES. There shall be the following standing committees: Executive, Governance/Board Development, Finance, and Human Resources. Other committees as are needed for the administration of the corporation may be appointed.

Section 2: APPOINTMENT. The chair of each committee shall be appointed by the Chair of the Board of Directors with the approval of the Board, and shall be a member of the Board of Directors, to serve for one (1) year or until a successor is appointed. The Chair of the Board of Directors shall appoint committee members with the concurrence of the committee chair. Committee members need not be members of the Board.

Section 3: ATTENDANCE. Absence of a committee member from three (3) regular meetings in succession, without sufficient reason, shall be considered equivalent to resignation from the committee, and the Chair of the Board of Directors may appoint a member to fill the vacancy with the approval of the Board.

Section 4: COMMITTEES OF THE BOARD. In addition to assigned committee membership, all Board members can attend any Committee meeting. The Committees of the Board shall be:

- a) **Executive Committee.** The Board Chair shall chair the Executive Committee and membership shall include the Board Vice Chair, Treasurer and Secretary. The Board Chair may choose to appoint up to two (2) additional board members to the Executive Committee to serve as 'at large' members. In an emergency or at the discretion of the Board Chair, the Executive Committee shall have all powers of the Board. Any emergency action thus taken shall be reported to the members of the Board of Directors no later than the next regularly scheduled board meeting. The Executive Committee shall keep regular minutes of action items.
- b) **Governance/Board Development Committee.** The Board Vice Chair shall chair or appoint another Board Member to chair the Governance/Board Development committee. The duties of the Governance/Board Development Committee are to ensure the quality and viability of the Board of Directors by providing recommendations and feedback related to five core board members' capabilities. These capabilities include defining and promoting Board members' roles and responsibilities; designing and insuring optimum Board composition; assessing and enhancing Board member knowledge; monitoring and strengthening board effectiveness; and the continuous development of Board member leadership. This committee shall present names of candidates to the Board of Directors for vote based upon the current composition of skills, expertise and diversity of the Board, will orient new members and will engage in ongoing quality-improvement efforts to ensure effective governance on the part of the Board. The Governance/Board Development Committee shall meet at least four times per year, on a quarterly basis. All actions of the Governance/Board Development Committee are subject to approval by the Board. The Governance/Board Development Committee shall have such other duties as the Board may order and authorize. The Governance/Board Development Committee shall keep regular minutes of action items. The Governance/Board Development Committee shall have such other duties as the Board may order and authorize.
- c) **Finance Committee.** The membership of this committee shall include the Treasurer of the Board, and the Board Treasurer shall chair the Finance Committee. The duties of the Finance Committee shall be to review and make recommendations for approval of the budget to the Board prior to the start of the fiscal year; work with the staff to oversee compliance with the budget as a whole; participate in developing the financial portions of the annual report, including the annual audit; annually update the signing authority structure; recommend and/or obtain recommendations for investments; recommend an auditor and communicate with auditors; present financial reports to the Board; determine performance standards; and report to the Board. The Finance Committee shall meet at

least six (6) times per year on a monthly or bi-monthly basis. All actions of the Finance Committee are subject to approval by the Board. The Finance Committee shall keep regular minutes of action items.

- d) **Human Resources Committee.** The Board Chair shall assign a chair of the Human Resources Committee from the Board of Directors. The membership of this committee shall include at least four other members of the Board ~~and any other person as deemed appropriate by the Board Chair and Human Resources Committee~~. The duties of the Human Resources Committee shall be: recommending the Chief Executive Officer's annual compensation to the Board for approval; ensuring that the compensation of the Chief Executive Officer ~~and~~ Chief Financial Officer ~~and Chief Human Resources Officer~~ is determined on the basis of information provided by independent persons and comparability data including a regular review process; periodically reviews human resource policies; periodically reviews programs including benefits and pensions; review annual Employee Engagement Survey results and performs any additional duties as needed. The Human Resources Committee shall meet annually in November at least two times per year, or more as needed and may hold ad-hoc meetings as necessary. The Human Resources Committee shall keep regular minutes of action items.

Commented [NL4]: Changes bring bylaws into conformity with HR Charter changes adopted by Board, January 2020.

ARTICLE IX

FISCAL YEAR

The fiscal year shall be July 1st to June 30th.

ARTICLE X

MISCELLANEOUS

Section 1: CHECKS, DRAFTS, ETC. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time shall be determined by the Board of Directors.

Section 2: CONTRACTS, ETC., HOW EXECUTED. Except as required by law or by the contracting entity, the CEO or the CFO may sign routine contracts on behalf of the organization, provided such contracts are aligned with the organizational mission, strategic plan, and are within approved budgetary guidelines. When legally required, when required by the contracting entity, and/or in the case of extraordinary contracts, i.e. those contracts not meeting the definition of routine contracts, a contract must be approved by the Board of Directors or the Executive Committee, acting on behalf of the board.

Section 3: PROPERTY RIGHTS. The corporation is not for profit and no part of the assets, earnings, or other property of the corporation shall be employed for the benefit of any individual member. Upon the dissolution of the corporation, and after all remaining assets, if any, shall be distributed in compliance with Section 501(c)(3) of the Internal Revenue Code.

Section 4: NON-DISCRIMINATION. It shall be the operational policy of this corporation not to discriminate against any person on the basis of age, sex, sexual orientation, race, color, religion, creed, national origin, gender identity or expression, family or marital status, military or veteran status or ~~impairment~~ disability.

Commented [NL5]: Expand to reflect commitment to inclusion/EDI.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by half of the membership of the Board if at least ten (10) days' notice is given of intention to alter, amend, or repeal or to adopt new bylaws. This alteration, amendment, or repeal of the Bylaws must be conducted at a regular or special meeting of the Board.

ARTICLE XII

INDEMNIFICATION

The Board of Directors may authorize the Corporation to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Director, officer, employee, or agent of the Corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Director, officer, employee, or agent of the Corporation, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which they reasonably believed to be in the best interest of the Corporation. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action. In no event shall this Article permit payment of any amount which would give rise to any liability for taxes or penalties under Chapter 42 of the Internal Revenue Code of 1986, as amended, if the Corporation is at such time a private foundation.

ARTICLE XIII

DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable purposes. Upon the dissolution, liquidation and winding up of the Corporation, assets shall be distributed to one or more organizations entitled to exemption from federal income tax under § 501(c)(3), or shall be distributed to the federal government or to one or more state or local governments for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV

EFFECTIVE DATE

These Bylaws shall become effective on the date the Board approves said Bylaws.

Approved: ~~May 23, 2019~~ TBD