



# BYLAWS OF OCEAN SHORES FOOD BANK

## Article 1 Name and Offices

### Section 1. Name

The business name of this nonprofit corporation is Ocean Shores Food Bank ("OSFB").

### Section 2. Principal Office

The principal office of the corporation is located in Ocean Shores, Grays Harbor County, Washington State.

### Section 3. Change of Address

The designation of the county or state of OSFB's principal office may be changed by amendment of these bylaws. By resolution, the Board of Directors may change the principal office from one location to another within Grays Harbor County, and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

## Article 2 Members

OSFB shall have no members.

## Article 3 Purposes

### Section 1. Charitable Purposes

This corporation is organized and operated exclusively for charitable purposes as specified in Section 501(c) (3) of the Internal Revenue Code. The purpose for which organization is organized is to ensure that no one in the community goes hungry. The organization shall make available supplemental and emergency food to all who are in need. The organization is a volunteer group of neighbors helping neighbors whose actions include, but are not limited to, the solicitation, collection and distribution of donated and purchased food to those in need. The organization will operate in cooperation with local churches, service organization, merchants and individuals in the community.

### Section 2. Non-Discrimination

OSFB does not discriminate in service or employment on the basis of race, color, creed, religion, national origin, citizenship, gender, sexual orientation, age, marital status, physical or mental disability, status as a disabled veteran, veteran, or because such person is a recipient of federal, state or local public assistance in accordance with the applicable federal and state statutes and regulation.

### Section 3. Limitation on Activities

OSFB shall be non-partisan, non-sectarian in its activities. This section shall not be construed to prohibit or restrict OSFB from taking a position on or supporting any topic or the activities of a government or private entity, which are important to achieving the mission of OSFB. However, no substantial portion of OSFB's activities shall entail lobbying.



# BYLAWS OF OCEAN SHORES FOOD BANK

## Article 4 Directors

### Section 1. Number

The Board of Directors shall consist of five (5) to **ELEVEN (11)** members. Each Director shall hold office for a period of three (3) years and until his or her successor is elected and qualifies. Directors may be elected to serve two successive, elected, terms only.

The Executive Director shall be a voting member of the board of directors as long as that person is serving in that position, and remains uncompensated. The Executive Director serves at the discretion of the board of directors.

### Section 2. Qualifications and Elections of Directors

Directors shall be of the age of majority in this state. The Board of Directors shall be comprised of representatives from the community at large. The need of specific business or skill experience, to be determined by the Board of Directors, may be considered when recruiting and offering a Director position. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in January of each year.

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

### Section 3. Compensation

The Directors shall not be compensated for their service and shall serve solely on a volunteer basis.

### Section 4. Reimbursements

The Board of Directors may reimburse any Director for reasonable expenses related to fundraising and operations. Receipts must accompany the request for reimbursement.

### Section 5. Loans

No loans shall be made by OSFB to any Director.

### Section 6. Powers

OSFB shall be managed by a Board of Directors. The management of the property, finances and interests of OSFB shall be conducted, and all corporate powers shall be exercised by, or under the direction of the Board of Directors.

### Section 7. Meetings

The Board of Directors shall have regular meetings nine (9) times a year, at a time and place to be determined by the Board. Other meetings may be held as determined by the President or the Board. An annual meeting of the Board of Directors shall be held in February at which time the Treasurer shall submit an annual report.



## BYLAWS OF OCEAN SHORES FOOD BANK

Board meetings shall be held upon four (4) days' notice by first-class mail, or electronic mail, or facsimile transmission, or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or

transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other Directors of the Board of Directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, a place, but not the purpose, of the meeting. Any director may waive notice of any meeting, in accordance with Washington law.

### **Section 8. Quorum for Meetings**

A quorum shall consist of a majority of the members of the Board of Directors. Vacant Directorships shall be disregarded when determining whether a quorum of Directors is present at a particular meeting.

In the event of failure to achieve a quorum, those present, if they so choose, may proceed informally but without power to adopt resolutions.

### **Section 9. Majority Action as Board Action**

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

### **Section 10. Participation in and Conduct of Meetings**

a) Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. To resolve points of procedure *Robert's Rules of Order* shall be consulted.

b) The Executive Director shall be a voting member of the board of directors as long as that person is serving in that position, and remains uncompensated. The Executive Director serves at the discretion of the board of directors.

c) The Board of Directors authorizes the formation of an Executive Committee with the authority to make preliminary recommendations for discussion and voting at the next full board meeting. The Executive Committee does not take action in lieu of the Board of Directors, nor does it filter information available to the Board of Directors.

The Executive Committee shall consist of four to five people: President, Vice President, Secretary, Treasurer, and Executive Director as long as this person remains uncompensated. The Executive Committee can meet according to their needs or at the request of the Board Directors. A meeting quorum is 51% of the Executive Committee members. In the case of a tie vote, a second vote may be cast by the President. This action will



## BYLAWS OF OCEAN SHORES FOOD BANK

be mentioned in the minutes. Minutes of each meeting of the Executive Committee are made available to the Board of Directors.

The Executive Committee is authorized to use unbudgeted expenditures of up to \$5,000 for special emergency needs. The Committee shall notify the Board of Directors with 24 hours when such expenditures are dispensed.

### **Section 11. Term of Service**

All Directors shall be elected to serve a three-year term, however the term may be extended, no longer than six months, until a successor has been elected. Director terms shall attempt to be staggered so that approximately one third the number of Directors will end their terms in any given year. The term of office shall be considered to begin January 1 of the first year in office and end December 31 of the third year in office. Directors may serve only two elected terms in succession; however, Directors may be re-elected after a three-year absence.

### **Section 12. Removal, Resignation and Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, (2) at the termination of the term, and (3) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may

resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the office of the Attorney General or other appropriate agency of this state. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Acceptance of the resignation shall be duly noted in the next meetings minutes.

Any Director may be removed by the Board of Directors, at any time, by the affirmative vote of at least two-thirds (2/3) of the full Board of Directors. Removal may be for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

### **Section 13. Non-liability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **Section 14. Indemnification by Corporation of Directors and Officers**

The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of Washington State.

No Director or Officer shall be indemnified from any acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law.

Reasonable expenses incurred by a Director or Officer in legal proceedings shall be paid by OSFB. Reasonable expenses shall be determined by the Board of Directors.



## BYLAWS OF OCEAN SHORES FOOD BANK

### **Section 15. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, volunteer or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

### **Article 5 Officers**

#### **Section 1. Designation of Officers**

The Officers of the corporation shall be President, Vice President, Secretary, and Treasurer.

#### **Section 2. Qualifications**

Any OSFB Director may serve as Officer of this corporation.

#### **Section 3. Election and Term of Office**

Officers shall be elected by the Board of Directors, at the first regular business meeting after the annual meeting where members of the board are elected, by a majority vote of the Board. Each officer shall hold

office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The term of office shall be one year. Directors serve as Officers at the pleasure of the other Directors.

#### **Section 4. Removal and Resignation**

Any Officer may be removed by the Board of Directors, at any time with or without cause, by the affirmative vote of at least two-thirds (2/3) of the full Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of OSFB. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Acceptance of the resignation shall be duly noted in the meeting's minutes.

#### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors.

#### **Section 6. Duties of President**

The President shall be the chief volunteer officer of the corporation. The Board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.



## BYLAWS OF OCEAN SHORES FOOD BANK

The President shall have the power to sign all conveyances, contracts, and obligations on behalf of and as directed by the Board of Directors. The President also may be an ex officio member on all committees.

### **Section 7. Duties of Vice President**

The Vice President shall exercise the full authority of the President if the President is unable to perform those duties as outlined in the by-laws. In addition, the Vice President shall perform such other duties as prescribed by the Board of Directors.

In general, perform all duties incident to the office of Vice President and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 8. Duties of Secretary** The Secretary shall:

(1) Certify and keep the original, or a copy, of these bylaws as amended or otherwise altered to date.

(2) Keep a book of minutes of all meetings of the Directors, and meetings of committees recording the time and place of holding, the names of those present or represented at the meeting, and the minutes proceedings and record all votes. The Secretary shall distribute minutes of all meetings to the Board of Directors via email or post prior to the next meeting.

(3) Be custodian of the records including Articles of Incorporation, Bylaws, meeting minutes, supporting documents, financial statements, committee reports and any notices.

(4) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 9. Duties of Treasurer** The Treasurer shall:

(1) Oversee all money and funds of OSFB. Deposit all such funds in the name of OSFB in such banks or other depositories as shall be selected by the Board of Directors.

(2) Oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors.

(3) Be responsible for any volunteer personnel which handle accounting services for OSFB. Receive, and give receipt for, monies due and payable to OSFB from any source whatsoever.

(4) Disburse, or cause to be disbursed, the funds of OSFB as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(5) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.



## BYLAWS OF OCEAN SHORES FOOD BANK

(6) Allow inspection of books and accounts by Directors at all reasonable times including a report to the Board of Directors at regularly scheduled meetings.

(7) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 10. Duties of Executive Director**

The Executive Director shall be responsible for the successful leadership and management of the Ocean Shores Food Bank. The Executive Director oversees the operations, distribution, administration, and programs of the organization. Other key duties include donor management, marketing, and community outreach. The position reports directly to the Board of Directors. The Executive Director has authority to enter into contracts on behalf of the OSFB.

### **Article 6 Committees**

#### **Section 1. Special Committees**

The Board of Directors may appoint special committees to review or make recommendations to the Board or to do work for special purposes of limited or ongoing duration as the need occurs. The Board of Directors may terminate special committees at will. Each committee serves at the sole pleasure of the Board of Directors.

#### **Section 2. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.

### **Article 7 Execution of Instruments, Deposits, and Funds**

#### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 2. Checks and Notes**

(a) Officers of OSFB shall all be authorized signers on the OSFB checking account (President, Vice President, Treasurer, Secretary). If all authorized signers become unavailable, the Board of Directors may by resolution authorize another Director to sign checks for a specified period of time.





## BYLAWS OF OCEAN SHORES FOOD BANK

- (b) Savings account withdrawals and deposits need to be approved by the OSFB Board and signed by either the President or the Treasurer

### **Section 3. Deposits**

All monies of the OSFB shall be deposited in the name of OSFB in such bank or banks, as the Board of Directors shall designate.

### **Section 4. Gifts**

The Board of Directors may accept on behalf of OSFB any contribution, gift, or bequest for the nonprofit purposes of this corporation.

## **Article 8 IRC 501(c) (3) Tax Exemption Provisions Section**

### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its

members, Directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **Section 3. Distribution of Assets**

The property of this corporation is irrevocably dedicated to charitable purposes. In the event of dissolution of this nonprofit corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to any other nonprofit corporation, which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code, which provides the same or similar services within the geographical limitations of Grays Harbor County, Washington. Provided that said organization or individual meets the requirements, purposes and is otherwise eligible under federal, state and local laws, statutes, ordinances and directives, as fulfilling the functions and purposes of this corporation.





## BYLAWS OF OCEAN SHORES FOOD BANK

### Section 4. Conflict of Interest Policy

The Board shall adopt and periodically review a conflict of interest policy to protect OFSB's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board delegated powers.

### Article 9 Amendment of Bylaws

#### Section 1. Amendment

The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of OSFB, provided, however, that an alteration, amendment, or repeal of these Bylaws shall be proposed at a regular or special meeting of the Board of Directors and adopted at a subsequent regular or special meeting. Amendments to the Bylaws require a two-thirds (2/3) affirmative vote.

**These OSFB Bylaws were approved by the  
Board of Directors at the January 9, 2019 Board meeting.**

#### ATTENDANCE

John Dirgo DeWeese  
Walt Ebel  
Robert Harley  
Sandra Harley  
Kathy Harris  
Douglas McCudden  
Harry Ynagimachi  
Bill Young

#### ABSENT

Mark Albertson