

**BYLAWS OF THE SOUTH COUNTY FOOD PANTRY, INC.**  
**(Pending approval 3/27/2015)**

**ARTICLE I**  
**NAME**

Section 1. Name

The name of the organization shall be the South County Food Pantry, Inc. hereafter referred to as SCFP.

Section 2. Non-profit status

The organization is incorporated as a non-profit corporation in the State of Florida with assigned corporation number N17191. It has been granted exemption from federal income taxes as a non-profit organization under Section 501(c)(3) of the Internal Revenue Code by the Internal Revenue Service in a District Director letter dated 17 May 1988.

Section 3. Fiscal Year

The fiscal year shall begin on the first day of October.

**ARTICLE II**  
**OBJECTS**

The SCFP shall:

- A. Gather, organize, maintain, and distribute food products to the less fortunate in the Venice, Nokomis, Osprey, and Laurel areas of Sarasota County, Florida.
- B. Solicit the aid of area individuals and organizations to fulfill this function.
- C. Consider donations to the pantry as tax deductible under Section 170 of the Internal Revenue Code and as affirmed by the above referenced District Director letter.
- D. Provide services without regard to race, color, creed, sex, or national origin.

**ARTICLE III**  
**MEMBERS**

Section 1. Privileges

- A. All volunteers active in the functioning of the pantry in the calendar year preceding the annual meeting are considered members for the purpose of participating in and voting at the annual membership meeting in March.
- B. No member shall receive compensation for any service he/she shall provide the SCFP.

**ARTICLE IV**  
**MEMBERSHIP MEETINGS**

Section 1. Annual Meeting

- A. The annual membership meeting shall be held in February or March at a time and place determined by the Board of Directors.
- B. Notice of the meeting shall be provided by the Secretary no later than two weeks prior to the meeting. Notices may be sent via email and posted in the distribution center.
- C. The quorum for the annual meeting shall be ten percent of the currently active volunteers.
- D. Business to be included on the agenda of the annual membership meeting may be proposed by any member no later than seven days before the annual meeting. Additional business may be considered at the meeting provided a majority vote is required to consider, and two-thirds vote is required to adopt, that item of business.

Section 2. Special Meetings

- A. Special meetings may be called by the President or by a majority vote of the Board of Directors.
- B. A special meeting shall be held at the time and place designated by the Board of Directors.
- C. Written notice of a special meeting shall be made by the Secretary at least seven days prior to the meeting.
- D. The notice shall state the purpose of the meeting. No other business shall be transacted.

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- E. The quorum shall be ten percent of the members.

**ARTICLE V**  
**BOARD OF DIRECTORS / VOTING / NOMINATIONS AND ELECTIONS**

Section 1. Composition

The board of directors shall be comprised of the officers: President, Vice President, Secretary, Treasurer, and up to seven directors. At the board's discretion, up to two of the directors may be seasonal residents who shall serve from November through May only and count for a quorum only when they are serving (November – May).

Section 2. Term of Office

- A. Directors shall be elected for a two year term at the annual meeting in even numbered years.
- B. Officers (President, Vice President, Secretary, and Treasurer) shall be elected for a two year term at the annual meeting in odd numbered years.
- C. Term of office shall commence on April 1st.

Section 3. Duties

- A. The board of directors of the SCFP shall be the official governing body responsible for the management of the organization. To that end, it shall also:
  - a. Perform all duties entrusted to officers and directors of a corporation
  - b. Debate and determine SCFP policies
  - c. Oversee the SCFP's business and financial affairs
  - d. Provide strategic direction for the SCFP.
- B. Officers and Directors shall not be liable to either the SCFP or its members for monetary damages for breach of fiduciary duties unless the breach involves:
  - a. An officer's or director's duty of loyalty to the organization or its members
  - b. Acts not in good faith or
  - c. A transaction from which an officer or director derived an improper personal benefit.

Section 3. Eligibility Requirements

- A. Only one member of a household may serve on the Board of Directors at the same time.
- B. Members of the board shall be volunteers/members of the SCFP.

Section 4. Nominations Committee

- A. Elections shall be held annually. All voting members in good standing shall have the opportunity to elect officers and directors.
- B. A nominating committee consisting of three members shall be chosen by the board of directors at the November meeting.
- C. The nominating committee shall nominate before February 1:
  - a. One candidate for each director in even numbered years for a two year term
  - b. One candidate for each office in odd numbered years for a two year term.
- D. The Secretary shall include in the annual meeting notice the names of all candidates.
- E. Election
  - a. Additional nominations shall be accepted from the floor at the annual meeting.
  - b. If there is only one candidate for any office when nominations are closed, that person shall be declared elected and no election for that office shall be required.
  - c. Voting shall be conducted at the annual meeting via show of hands or balloting.
  - d. Candidates receiving the greatest number of votes for each position shall be declared elected. In case of a tie vote for any office, that position shall be re-voted between the two tied candidates.

Section 5. Meetings

- A. Regular meetings of the Board of Directors shall be held at such times and places as designated by a majority vote of the entire Board of Directors. Notice of each meeting shall be given to each board member at least seven days prior to the meeting.
- B. Special meetings of the board shall be called by the Secretary when requested by the President or at the request of any three board members. Notice of a special meeting shall be given to each board member at least three days prior to the meeting.

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- C. Special meetings shall be held in person.
- D. A majority of the voting members of the Board of Directors shall constitute a quorum for all meetings. All decisions of the Board of Directors require an affirmative vote of a majority of the directors present.

Section 6. Removal From Office

- A. Any board member may be removed from the board, with or without cause, by a majority vote of those attending the annual membership meeting or by a majority vote of the remaining board members at a regular monthly board meeting or at a special meeting. In the event of the resignation or removal of a board member, his/her replacement shall be selected by the remaining board members, and he/she shall serve the remaining term of his/her predecessor.

Section 7. Executive Committee

- A. The executive committee shall consist of the President, Secretary, and Treasurer. The executive committee may act with the authority of the board in matters in which time is of the essence and shall report its actions at the next meeting of the board. The executive committee shall act only when it is not possible to communicate with a majority of the board.

**ARTICLE VI**  
**OFFICERS**

Section 1. Officers

- A. The officers shall be President, Vice President, Secretary, and Treasurer and shall serve in their respective capacities with regard to both the organization and the Board of Directors.

Section 2. Terms of Office

- A. Officers and Board of Directors shall take office on April 1 and shall serve a two year term or until a successor is elected.

Section 3. Duties of Office

In addition to the responsibilities defined below, officers shall exercise all the privileges and responsibilities specified in the bylaws and the adopted parliamentary authority.

- A. The President shall:
  - a. Serve as the official SCFP representative and spokesperson, unless such duty is delegated;
  - b. Serve as an ex-officio member of all committees, except the Nominations Committee;
  - c. Determine the agenda and preside at all meetings;
  - d. Coordinate all administrative activities; and
  - e. Present an annual report.
- B. The Vice President shall
  - a. Exercise the duties of President in case of absence; and
  - b. Serve for the unexpired term in the event the office of the President becomes vacant.
- C. The Secretary shall:
  - a. Maintain all official membership and voting records including, but not limited to minutes and attendance for all meetings;
  - b. Conduct correspondence on behalf of the board of directors;
  - c. Notify members of meetings;
  - d. Maintain all ballots for ninety days after the closing date of the vote; and
  - e. Maintain a repository of all records of the organization for five years.
- D. The Treasurer shall:
  - a. Maintain all financial records in accord with generally accepted accounting procedures;
  - b. Maintain banking accounts, deposit receipts, and make disbursements;
  - c. At each meeting, render a report of all monies received and expended during the interval since the previous meeting
  - d. Prepare and present a budget proposal annually;
  - e. Prepare and file all reports required by federal, state and local laws;
  - f. Cause an official audit to take place annually; and
  - g. Be bonded in such amount as the board of directors shall determine.

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Section 3. Vacancies

- A. A vacancy in the office of President shall be filled automatically by the Vice President.
- B. A vacancy in any office except that of President shall be filled for the unexpired term of office by majority vote of the current board of directors, if more than three months remains in the unexpired term.

**ARTICLE VII COORDINATORS**

Section 1. Coordinators

- A. The Board of Directors shall appoint coordinators as described in the standing rules.
- B. Coordinators shall serve until their successors are appointed unless removed by a majority vote of the Board of Directors.
- C. Coordinators shall choose their volunteers to help carry out the duties as assigned in the job descriptions.

**ARTICLE VIII  
DISCIPLINE**

Section 1. Preferring Charges

- A. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the SCFP.

Section 2. Consideration of Charges

- A. The board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the SCFP. If the board entertains jurisdiction of the charges, the board shall refer the charges to a disciplinary committee composed of at least three impartial board members.

Section 3. Penalties

- A. Should the charges be sustained after a hearing of all the evidence and testimony presented by the complainant and defendant, the disciplinary committee may, by majority vote, recommend to the board of directors that the person be removed from all volunteer positions and from the privilege of voting.

**ARTICLE XI  
AMENDMENT**

- A. Amendments to the bylaws may be proposed by the Board of Directors or by a written petition addressed to the Secretary, signed by twenty percent of the members in good standing.
- B. Amendments proposed by petition shall be submitted, with recommendations of the Board, to the members for a vote within three months of the date when the petition was received by the Secretary.
- C. The bylaws may be amended at any time by a two-thirds affirmative vote in a meeting or by mail according to procedures approved by the Board.

**ARTICLE XII  
PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Newly Revised, eleventh edition, shall govern the SCFP in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the SCFP may adopt.

**ARTICLE XIII  
DISSOLUTION**

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The organization may be dissolved at any time by the written consent of two-thirds of the members. In the event of dissolution, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the SCFP, nor any proceeds thereof, nor any assets shall be distributed to any member of the organization. After payment of debts, its property and assets shall be given to a charitable organization selected by the Board of Directors.